

N04000007774

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

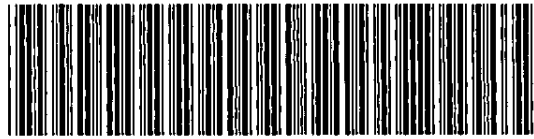
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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(nactive corp)

11/15/07--01005--006 **52.50

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2007 NOV 15 PM 1:29
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TALLAHASSEE, FLORIDA 2007 NOV 15 AM 9:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOT RECORDED
TO AVOID DELAY
SUFFICIENCY OF FILING

PR
11/15/07

Sunstate Research
Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Brickell Bay Master Property
(Corporation Name) (Document #)
2. Owners Association, Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

FILED

ARTICLES OF DISSOLUTION
OF
BRICKELL BAY MASTER PROPERTY OWNERS ASSOCIATION, INC.

2007 NOV 15 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1401, Florida Statutes, this Florida not-for-profit corporation submits the following Articles of Dissolution:

1. The name of this corporation is BRICKELL BAY MASTER PROPERTY OWNERS ASSOCIATION, INC. (the "Corporation"). The document number of the Corporation is: N04000007774.

2. The Corporation filed its Articles of Incorporation on August 6, 2004.

3. The Corporation has not commenced to conduct its affairs.

4. No debts of the Corporation remain unpaid.

5. The dissolution of the Corporation was authorized by a majority of the members of its Board of Directors pursuant to the written consent of the Board of Directors, which authorization was effective as of the 26 day of OCTOBER, 2007. A copy of the Plan of Complete Liquidation and Dissolution, as certified by the Secretary of the Corporation, is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of the 26 day of OCTOBER, 2007.

BRICKELL BAY MASTER PROPERTY OWNERS
ASSOCIATION, INC.

By: RON CHORON

Name: Ron Choron

Title: PRESIDENT

EXHIBIT "A"

BRICKELL BAY MASTER PROPERTY OWNERS ASSOCIATION, INC.

Plan of Complete Liquidation and Dissolution

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The executive officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the executive officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable.
3. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.
4. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the dissolving Corporation, as provided in this Plan of Complete Liquidation and Dissolution.
5. Other assets, if any, be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or any class or classes of members, or provided for distribution to others.
6. Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in this Plan of Complete Liquidation and Dissolution.
7. If a reserve is established to meet claims against the Corporation, the executive officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the members as soon as practicable.
8. If it is determined that such a filing is required, the executive officers of the Corporation are authorized and directed to file, or to have the authorized representatives of the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this written consent (this "Consent"), within thirty (30) days after the date hereof.

9. The executive officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the executive officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of this Consent.

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
BRICKELL BAY MASTER PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, being all of the members of the Board of Directors of BRICKELL BAY MASTER PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Board of Directors of this Corporation deems it advisable and in the best interest of the Corporation that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Board of Directors finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The executive officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the executive officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable.

3. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.

4. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the dissolving Corporation, as provided in this Plan of Complete Liquidation and Dissolution.

5. Other assets, if any, be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or the

Bylaws determine the distributive rights of members, or any class or classes of members, or provided for distribution to others.

6. Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in this Plan of Complete Liquidation and Dissolution.

7. If a reserve is established to meet claims against the Corporation, the executive officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the members as soon as practicable.

8. If it is determined that such a filing is required, the executive officers of the Corporation are authorized and directed to file, or to have the authorized representatives of the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service together with a certified copy of this written consent (this "Consent"), within thirty (30) days after the date hereof.

9. The executive officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the executive officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of this Consent.

Other Actions

RESOLVED, that any other actions taken by the Board of Directors and executive officers of this Corporation since the execution of the last written action of the Board of Directors be, and they hereby are, ratified, confirmed and approved.

Waiver of Other Requirements

RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time and any similar requirement, for this year and all prior years be, and it hereby is, waived.

Execution in Counterparts

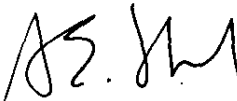
RESOLVED, this Consent may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This Consent shall be binding on the party who signed it, when a signed copy has been transmitted to the Corporation by facsimile or otherwise.

Effective Date: OCTOBER 26, 2007

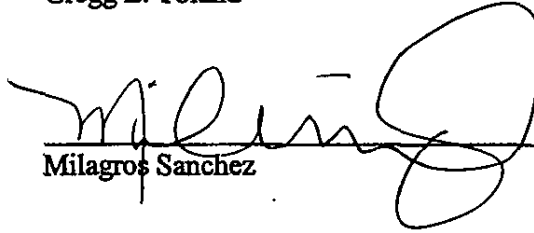
DIRECTORS:



Ronald Choron



Gregg E. Toland



Milagros Sanchez