

N11000010684

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

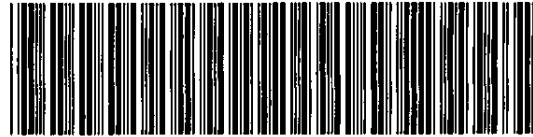
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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02/16/12--01030--015 **35.00

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12 FEB 16 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 17 2012

C. MUSTAIN

FD/Iss/Note

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of Elephantstay America, Inc.

DOCUMENT NUMBER: N11000010684

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jay Fleisher, Esq.

(Name of Contact Person)

Law Office of Jay Fleisher, P.A.

(Firm/Company)

11380 Prosperity Farms Road, Ste. 204

(Address)

Palm Beach Gardens, FL 33410

(City/State and Zip Code)

For further information concerning this matter, please call:

Jay Fleisher

(Name of Contact Person)

at (561) 627-7004

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation as currently filed with the Florida Department of State:

Elephantstay America, Inc.

SECOND: The document number of the corporation (if known): N11000010684

THIRD: The file date of the articles of incorporation: 11/14/2011

FOURTH: The corporation has not commenced to conduct its affairs.

FIFTH: No debts of the corporation remains unpaid.

SIXTH: Adoption of Dissolution **(CHECK ONE)**
(Note: Cannot be authorized by an incorporator if the corporation has directors)

- ☒ The dissolution was authorized by a majority of the directors:
OR
- ☐ The dissolution was authorized by an incorporator.
- ☐ The dissolution was authorized by a majority of the incorporators.

Signature: _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Hilary Barr

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

FILED
12 FEB 16 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Elephantstay America, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

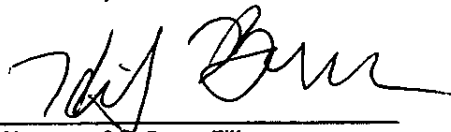
Amount of Claim, Name and Mailing Address of Claimant, Basis for Claim, .
copy of any documentation in connection with claim.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Law Office of Jay Fleisher, P.A.
11380 Prosperity Farms Road, Ste. 204
Palm Beach Gardens, FL 33410

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Hilary Barr
Printed Name of the Person Filing


Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

RESOLUTION ADOPTING PLAN OF DISSOLUTION OF ELEPHANTSTAY AMERICA, INC.

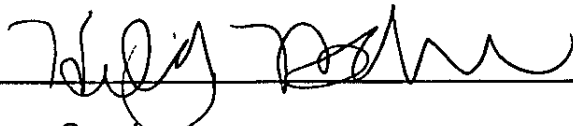
WHEREAS the Board of Directors of the ELEPHANTSTAY AMERICA, INC., (the Corporation) by a majority vote of the Directors of the Corporation then in office and entitled to vote, have determined that it is no longer in the best interests of the segment of the general public served by the Corporation for the Corporation to continue its existence;

NOW, THEREFORE the Board of Directors of the ELEPHANTSTAY AMERICA, INC., (the Corporation) by a majority vote of the Directors of the Corporation then in office and entitled to vote, it is

RESOLVED, that the Corporation be dissolved in accordance with the Plan of Dissolution attached to this Resolution and Incorporated herein.

Adopted by resolution of the Board of Directors of The Elephantstay America, Inc. on Jan 22, 2012.

Certified to as a correct recitation of the RESOLUTION ADOPTING PLAN OF DISSOLUTION OF ELEPHANTSTAY AMERICA, INC., as adopted by its board of directors.

 (signature)

Secretary

Hilary Bark
(print name)

ELEPHANTSTAY AMERICA INC.

WAIVER OF NECESSITY OF MEETING

AND

CONSENT TO ACTIONS TAKEN WITHOUT A MEETING OF THE
BOARD OF DIRECTORS

I, Keith Barr, a member of the Board of Directors of ELEPHANTSTAY AMERICA INC. (the "Corporation") hereby waive the necessity of a meeting of the Board of Directors of the Corporation, and consent to the following actions by the Board of Directors without a meeting:

1. Adoption of the Plan of Dissolution of the Corporation, as attached hereto.

Dated this 22 day of January, 2012.

Keith Barr
(signature of director)

ELEPHANTSTAY AMERICA INC.

WAIVER OF NECESSITY OF MEETING

AND

**CONSENT TO ACTIONS TAKEN WITHOUT A MEETING OF THE
BOARD OF DIRECTORS**

I, Mindy Barr, a member of the Board of Directors of ELEPHANTSTAY AMERICA INC. (the "Corporation") hereby waive the necessity of a meeting of the Board of Directors of the Corporation, and consent to the following actions by the Board of Directors without a meeting:

1. Adoption of the Plan of Dissolution of the Corporation, as attached hereto.

Dated this 22 day of January, 2012.

Mindy Barr
(signature of director)

PLAN OF DISSOLUTION OF ELEPHANTSTAY AMERICA, INC.

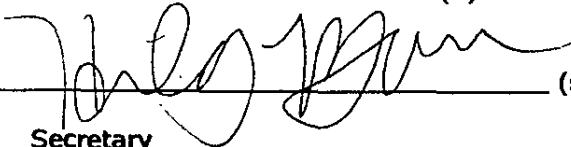
WHEREAS the Board of Directors of the ELEPHANTSTAY AMERICA, INC., (the Corporation) by a majority vote of the Directors of the Corporation then in office and entitled to vote, adopted a RESOLUTION OF DISSOLUTION of the Corporation at a duly and properly called meeting of the Board of Directors on Jan 22, 2012 and

WHEREAS the Corporation has no members entitled to vote on a plan of distribution, the Plan of Dissolution of the Corporation is as follows:

- (1) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions be made therefore;
- (2) 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;
- (3) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to an organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code or to one or more domestic or foreign corporations, trusts, societies, or organizations which are themselves exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code, as determined by a majority vote of the Directors of the Corporation then in office and entitled to vote and which organizations are engaged in activities substantially similar to those of the Corporation, or if no such organization is selected by such Board of Directors to the federal, state, or local government for exclusive public purpose.
- (4) Other assets, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation of the Corporation, as amended, or the bylaws of the Corporation determine the distributive rights of members, or any class or classes of members, or provide for distribution to others.
- (5) The distribution of any remaining assets to such other persons or organizations, whether for-profit or not-for-profit, as specified and approved by a majority vote of the Directors of the Corporation then in office and entitled to vote.
- (6) The Corporation shall take all necessary actions to comply with the provisions of Florida Statute 617.1408 (9) or subsection (10) so as to ensure that the directors of the Corporation are not personally liable to claimants of the Corporation during or subsequent to the dissolution of the corporation.
- (7) A copy of this plan of distribution of assets, authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the requirements of Florida statute section 617.1406(2) shall be filed with the Florida Department of State.

Adopted by Resolution of the Board of Directors of Elephantstay, Inc. on Jan 22,
2012.

Certified and authenticated to as a correct and exact recitation of the Plan of Dissolution of
the Corporation as duly and legally adopted by its Board of Directors on April 11, 2011 in
compliance with Florida Statute 617.1406(2).

 (signature)
Secretary

Hilary Barr
(print name)

Jan 22, 2012
Date

ELEPHANTSTAY AMERICA INC.

WAIVER OF NECESSITY OF MEETING

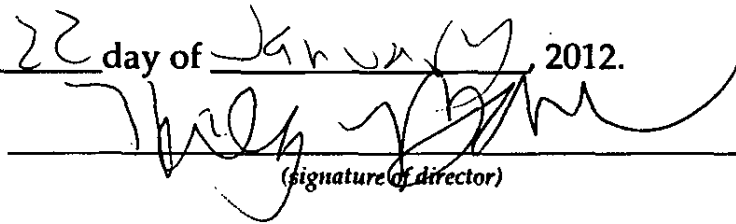
AND

**CONSENT TO ACTIONS TAKEN WITHOUT A MEETING OF THE
BOARD OF DIRECTORS**

I, Hilary Barr, a member of the Board of Directors of ELEPHANTSTAY AMERICA INC. (the "Corporation") hereby waive the necessity of a meeting of the Board of Directors of the Corporation, and consent to the following actions by the Board of Directors without a meeting:

1. Adoption of the Plan of Dissolution of the Corporation, as attached hereto.

Dated this 22 day of January, 2012.


(signature of director)