

N26 0000003646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

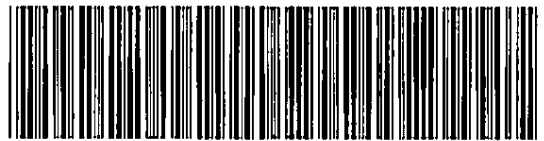
(Business Entity Name)

(Document Number)

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FILED  
2022 JUL 14 AM 10:15  
CLERK OF SUPERIOR COURT  
JUL 14 2022

*Dissolution  
w/ notice &  
distribution  
of assets*

SEP 14 2022

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Esplanade Transition Fund, Inc. Dissolution

**DOCUMENT NUMBER:** N20000003646

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

Please return all correspondence concerning this matter to the following:

Steven J. Adamczyk

(Name of Contact Person)

Varnum LLP

(Firm/Company)

999 Vanderbilt Beach Rd. Suite 300

(Address)

Naples, FL 34108

(City/State and Zip Code)

For further information concerning this matter, please call:

Steven J. Adamczyk

at ( 239 )

241-7384

(Name of Contact Person)

(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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

2022 JUL 14 AM 10:15

## ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, 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:  
Esplanade Transition Fund, Inc.

SECOND: The document number of the corporation (if known): N20000003646

THIRD: Adoption of Dissolution  
**(COMPLETE SECTION I OR II)**

### SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted

\_\_\_\_\_. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance

with

section 617.0701, Florida Statutes.

### SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was May, 2022.

The number of directors in office was <sup>2</sup> and the vote for resolution was <sup>2</sup> for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: May, 2022

(no more than 90 days after dissolution file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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)

Martinn Winters

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

## ***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:* Esplanade Transition Fund, 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:*

The name of this corporation. The complete name of the person or entity asserting the claim. The complete name of the person or entity

to whom the debt was original owed. A detailed description of the goods or services provided, or other basis, on which

the claim is made including but not limited to, the date said good or service were provided, or the basis for the claim accrued.

The original amount of the claim. Any payments or credit toward the claim. All previous attempts to assert the claim or collect the debt.

A legible copy of any document evidencing the claim or debt.

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

Varnum LLP

attn: Steve Adameczyk

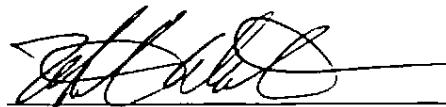
999 Vanderbilt Beach Rd, Suite 300

Naples, FL 34108

*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.*

Martinn Winters

*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***

**ESPLANADE TRANSITION FUND, INC.**  
A Florida not-for-profit Corporation  
**UNANIMOUS RESOLUTION TO DISSOLVE THE CORPORATION**  
**WITH**  
**THE PLAN FOR DISTRIBUTION OF ASSETS**

**WHEREAS**, Esplanade Transition Fund, Inc., a Florida not-for-profit Corporation, (the "Fund"), is an active Florida not-for-profit Corporation, duly formed and incorporated under the laws of the State of Florida.

**WHEREAS**, The Fund is governed by Florida Statutes Chapter 617, ("The Florida not-for-profit Corporation Act" or the "Act") and the certain Articles of Incorporation of Esplanade Transition Fund, Inc., dated February 24, 2020, and the certain Bylaws of Esplanade Transition Fund, Inc., dated February 24, 2020, (the "Governing Documents").

**WHEREAS**, The Act authorizes the Dissolution of a Florida not-for-profit Corporation upon the approval and resolution of the Board of Directors, unless the Articles of Incorporation or the Bylaws give the membership the right to vote on such a dissolution.

**WHEREAS**, The Governing Documents do not give the membership the right to vote on a dissolution of the Fund. Rather the Governing Documents provide that "[a]ll powers and duties granted the Fund shall be exercised by the Board of Directors, subject to approval or consent of the [membership] only when specifically required." The Governing Documents provide no such specific requirement regarding dissolution.

**WHEREAS**, The Board of Directors of Esplanade Transition Fund, Inc., a Florida not-for-profit Corporation (the "Board") has determined that it is in the best interest of the Fund and the membership that the Fund be dissolved, and its assets disbursed in accordance with the Act and this resolution and plan for distribution.

**WHEREAS**, This Resolution to Dissolve the Corporation and The Plan for Distribution of Assets was unanimously adopted and approved by the Board at a duly noticed and held meeting of the Board of Directors on the 18 day of May, 2022.

**NOW THEREFORE**, The Board of Directors of Esplanade Transition Fund, Inc., a Florida not-for-profit Corporation unanimously resolve as follows:

1. The Plan for the Distribution of Assets, (the "Plan") attached hereto as Exhibit "A" is adopted by the Board and incorporated herein by reference.
2. The President of the Board shall deliver, or cause to be delivered, to the Florida Department such Articles of Dissolution as are required in accordance with Fla. Stat. 617.1403.
3. The President of the Board of Directors shall have authority to execute such documents and take such actions as may be required to effectuate the dissolution of the Fund and the disbursement of assets in accordance the Plan.

WITNESSES:  
(TWO)

Signature, Witness to all

Print Name

Signature, Witness to all

Print Name

ESPLANADE TRANSITION FUND, INC.

BY:

Martinn Winters, President

BY:

David Stauffer, Director

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ☒ in person or ☐ virtual attendance. Martinn Winters, as President of Esplanade Transition Fund, Inc. who is ☒ personally known to me or ☐ has produced his Driver License, as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 11 day of May 2022.



JOSHUA C. WADSWORTH  
Commission # HH 050856  
Expires October 6, 2024  
Bonded Thru Budget Notary Services

Notary Public, State of Florida

Print Name: Joshua C Wadsworth

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ☒ in person or ☐ virtual attendance. David Stauffer, as Director of Esplanade Transition Fund, Inc. who is ☐ personally known to me or ☒ has produced his Driver License, as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 11 day of May 2022.



JOSHUA C. WADSWORTH  
Commission # HH 050856  
Expires October 6, 2024  
Bonded Thru Budget Notary Services

Notary Public, State of Florida

Print Name: Joshua C Wadsworth

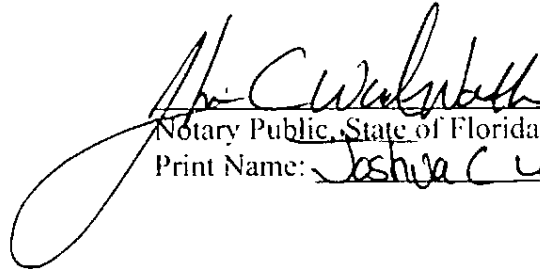
**STATE OF FLORIDA  
COUNTY OF COLLIER**

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ☒ in person or ☐ virtual attendance, Martinn Winters, as President of Esplanade Transition Fund, Inc. who is ☒ personally known to me or ☐ has produced his Driver License, as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

**WITNESS** my hand and official seal in the County and State last aforesaid the 11 day of May 2022.



JOSHUA C. WADSWORTH  
Commission # HH 050856  
Expires October 6, 2024  
Bonded Thru Budget Notary Services

  
Notary Public, State of Florida  
Print Name: Joshua C Wadsworth

## EXHIBIT "A"

### PLAN FOR DISTRIBUTION OF ASSETS

This Plan for Distribution of Assets for Esplanade Transition Fund, Inc., (the "Corporation") is made in accordance with Fla. Stat. 617.1406.

The undersigned certifies, in accordance with Fla. Stat. 617.1406(2), that Esplanade Transition Fund, Inc.'s members are not entitled to vote on a plan of distribution.

This Plan for Distribution of Assets, (the "Plan"), and was unanimously approved by the Board of Directors of Esplanade Transition Fund, Inc., (the "Board"), at a duly noticed and held meeting of the Board on the 11 day of May, 2022.

1. All liabilities and obligations of the Corporation have been paid and discharged, or adequate provisions have been made for payment of the same;
2. There are no assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution;
3. There are no assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes;
4. There are no provisions of the articles of incorporation or the bylaws providing for distributive rights of members, or any class or classes of members, or providing for distribution to others;
5. After the payment of all obligations of the Corporation, the assets of the Corporation shall be distributed to provide a return of their membership fee to the members of the Corporation; and
6. Remaining assets, if any, shall be distributed to Esplanade Golf and Country Club of Naples, Inc.

WITNESSES:  
(TWO)

  
Signature, Witness to all

Kristin Leigh Hartline  
Print Name

  
Signature, Witness to all

Kaylet Chavez  
Print Name

ESPLANADE TRANSITION FUND, INC.

BY: 

Martinn Winters, President