

# N41392

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

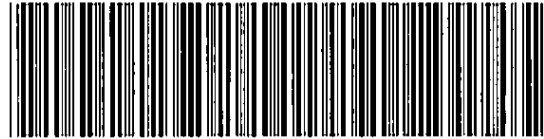
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TALLAHASSEE, FLORIDA

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DIRECTOR'S OFFICE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 923858 8097919

AUTHORIZATION :

COST LIMIT : \$ 35,000

*[Handwritten signature]*

ORDER DATE : August 7, 2023

ORDER TIME : 2:34 PM

ORDER NO. : 923858-005

CUSTOMER NO: 8097919

DOMESTIC FILINGS

NAME: GULF SHORE COLONY CORP. OF  
NAPLES

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson - EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF DISSOLUTION**  
**OF**  
**GULF SHORE COLONY CORP. OF NAPLES**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1403, Florida Statutes, GULF SHORE COLONY CORP. OF NAPLES, a Florida corporation not-for-profit organized and existing under the laws of the State of Florida (the "Company"), under document number N41392 filed in the office of the Secretary of State on November 16, 1990, being the Articles of Incorporation (the "Articles of Incorporation"), hereby files the following articles of dissolution for the purpose of dissolving the Company:

1. The name of the Company is Gulf Shore Colony Corp. of Naples.
2. The Company has been a residential cooperative apartment complex owner, which has sold the cooperative property and buildings formerly owned by it, and has ceased all operations other than the customary wind up of the Company's affairs and distribution of all remaining cash to its members pursuant to the Company's Plan of Distribution (adopted by the Company's Board of Directors), in the ordinary course of business thereof.
3. The effective date of the dissolution of the Company is the date of filing of these Articles of Dissolution.
4. The dissolution of the Company was ordered by written authorizations of all of the members of the Company in accordance with Florida Statutes 617.0701, the governing instruments of the Company and applicable law.
5. The undersigned, being the duly elected and acting President of Gulf Shore Colony Corp. of Naples hereby certifies that these Articles of Dissolution were unanimously approved by all five (5) members of the Board of Directors of the Company by Written Consent effective on July 31, 2023 after due notice, in accordance with the requirements of the Articles of Incorporation and Chapters 617 and 719 of the Florida Statutes, and that said unanimous written consent of the Board of Directors of the Company is sufficient to approve dissolution of the Company.
6. All debts, obligations and liabilities of the Company have been paid or discharged, or adequate provision has been made therefore pursuant to Section 617.1406, Florida Statutes.
7. All remaining property and assets of the Company have been or are being distributed to the members of the Company in accordance with said members' rights and interests under Florida Statutes Chapter 719, the Articles of Incorporation and Bylaws of the Company.
8. There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the undersigned President of the Company has duly executed these Articles of Dissolution effective as of this 31<sup>st</sup> day of July, 2023.

GULF SHORE COLONY CORP. OF NAPLES,  
a Florida non-profit corporation

By:

DocuSigned by:

*James L. Pease*

466E3CE0272024ED

James L. Pease, III, President

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS  
OF  
GULF SHORE COLONY CORP. OF NAPLES,  
a Florida corporation not-for-profit**

The undersigned, being all of the Directors (collectively, the "Directors") constituting the Board of Directors of GULF SHORE COLONY CORP. OF NAPLES, a Florida corporation not-for-profit (the "Club") hereby waive all notice whatsoever of taking this action by means of written consent in lieu of a meeting and of any adjournments thereof that may be required by law or the Bylaws of said Club, and unanimously consent in writing, pursuant to Section 617.0821, Florida Statutes pertaining to Florida not for profit corporations, to the adoption of the following resolutions:

WHEREAS, on February 27, 2023, the Club has sold and conveyed all rights, title and interest as the seller under that certain Agreement for Purchase and Sale dated January 19, 2023 (the "Contract") to YB GULF SHORE 2, LLC, a Florida limited liability company (the "Buyer"), in and to the real property formerly owned by the Club consisting of all of the cooperative apartment buildings of the Club, and any personal property of the Club located at 1785 Gulf Shore Boulevard North, Naples, Florida, said property being described with more particularity in the Contract and being situated in Collier County, Florida, on the following described real estate (the "Property"):

The North 74.89 feet of Lot 6 and all of Lot 7, Block K, Coquina Sands Unit 2, according to the map or plat thereof as recorded in Plat Book 3, Page 53 and 54, Public Records of Collier County, Florida.

NOW, THEREFORE, BE IT RESOLVED, that that the Directors in their respective capacities as the sole Directors of the Club hereby unanimously consent to and approve of the termination of the Club as a corporate entity, fully concluding and winding up the business affairs of the Club, and dissolving the Club as an entity, and do hereby approve and adopt the following resolutions in addition thereto:

RESOLVED, that Articles of Dissolution of the Club in the form of Exhibit "A" attached hereto, and the Plan of Distribution of Assets attached as Exhibit "B" hereto, be and are hereby approved and ratified in all respects; and further be it

RESOLVED, that the Club shall be dissolved pursuant to Florida statutes and such Articles of Dissolution as of the date of filing of the Articles of Dissolution with the Secretary of State; and further be it

RESOLVED, that all documents or agreements signed, or other actions taken by James L. Pease, III, the President of the Club, aforesaid authorized officer with respect to, and in furtherance of carrying out the resolutions adopted hereby are hereby ratified and approved as if such documents, agreements or actions had been previously approved by these resolutions

RESOLVED FURTHER, that the President of the Club is authorized to take any further actions necessary or desirable in connection with the dissolution and liquidation of the Club, including distribution of any remaining assets to the creditors or Members of the Club pursuant to the Club's Bylaws and applicable law.

IN WITNESS WHEREOF, the undersigned have unanimously executed this Written Consent effective as of the 31st day of July, 2023.

DIRECTORS:

DocuSigned by:

*James L. Pease*

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James L. Pease, III, Director and President

DocuSigned by:

*Rodney Geier*

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Rodney Geier, Director and Vice President

DocuSigned by:

*James O. Newman*

324149A8B44B469...

James O. Newman, Director and Secretary

DocuSigned by:

*Richard A. Michelson, Jr.*

630264EE8CF646D...

Richard A. Michelson, Jr., Director and Treasurer

DocuSigned by:

*Ralph S. Michael, III*

AE28618DECEFAAF...

Ralph S. Michael, III, Director

**PLAN OF DISTRIBUTION  
OF ASSETS OF  
GULF SHORE COLONY CORP. OF NAPLES,  
a Florida non-profit cooperative association**

The Board of Directors of GULF SHORE COLONY CORP. OF NAPLES, a Florida non-profit cooperative association (the "Club") has adopted, pursuant to Florida Statutes Section 617.1406, and in accordance with the Articles of Incorporation and ByLaws of the Club, the following as its Plan of Distribution of Assets of the Club effective as of July 31, 2023 (the "Plan"):

- (a) all liabilities and obligations of the Club have been prior to the date hereof, or shall be, paid and discharged, or adequate provisions be made therefor;
- (b) as of the date of the Plan, there are no assets held by the Club requiring return, transfer, or conveyance, all physical assets having been sold to a purchaser of the entire property of the Club on February 27, 2023;
- (c) as of the date of the Plan, there are no assets that have been received or held by the Club 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, and accordingly there is nothing to 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 Club;
- (d) as of the date of the Plan, there are no other assets to be distributed in accordance with the provisions of the articles of incorporation or the bylaws except for cash from insurance and FEMA proceeds, refunds from the Club's prior property management company, all of which shall be distributed to the members of the Club according to their respective percentage shares as set forth in the ByLaws of the Club; and
- (e) any remaining assets that may be received by the Club or its Board of Directors as trustees in dissolution after the date of the Plan, shall be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the articles and/or bylaws of the Club, with priority being given to members of the Club in their respective percentage shares as set forth in the ByLaws of the Club.

A copy of this Plan of Distribution of Assets, authenticated below by the President of the Club and containing the President's certificate of compliance with the requirements of Florida Statutes Section 617.1406 subsection (2) as set out shall be filed with the requisite office of the Florida Department of State.

[CERTIFICATE OF COMPLIANCE FOLLOWS ON NEXT PAGE]

CERTIFICATE OF COMPLIANCE  
with Florida Statutes Section 617.1406(2)

The undersigned hereby certifies under penalty of perjury that the foregoing Plan of Distribution of Assets of GULF SHORE COLONY CORP. OF NAPLES, a Florida non-profit cooperative association, has been properly adopted by the affirmative written consent of the Board of Directors thereof pursuant to Florida Statutes Section 617.1406, and in accordance with the Articles of Incorporation and ByLaws of the Club.

DocuSigned by:

*James L. Pease*

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James L. Pease, III, Director and President  
Gulf Shore Colony Corp. of Naples,  
a Florida not for profit corporation