

LAZARO J. PEREZ, P.A.  
TAX ACCOUNTANT & JURIS DOCTOR

N93000003398

August 9, 2001

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

500004720865--0  
-12/12/01--01045--013  
\*\*\*\*210.00 \*\*\*\*\*35.00

Re: De Garmo Estates Homeowners' Association, Inc., (the "Association")

To Whom It May Concern:

Enclosed please find the following original documents:

1. Officer/Director Resignations for each of the five (5) officer/directors, (the "Resignations").
2. Articles of Dissolution of the Association, (the "Dissolution").
3. Temporary check number 146310 made payable to the Department of State in the amount of two hundred ten dollars (US\$210.00) for the filing fees of the Dissolution and each of the five (5) Resignations.

We understand the Resignations must be processed before the Dissolution, therefore please process the officer/director resignations FIRST; THEN, the Dissolution.

We would greatly appreciate your immediate attention to this matter. If you should have any questions, please do not hesitate to contact us.

Respectfully,

LAZARO J. PEREZ, P.A.

Lazaro J. Perez

Enclosures

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FILED  
01 DEC 12 PM 4: 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

vo/dis

T. LEWIS DEC 12 2001

**ARTICLES OF DISSOLUTION**

**OF**

**DE GARMO ESTATES HOMEOWNERS' ASSOCIATION, INC.**

(a Florida Non-Profit corporation)

FILED  
01 DEC 12 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to section 617.1403, Florida Statutes, this Not For Profit Corporation submits the following Articles of Dissolution:*

**ARTICLE I**

**Name**

The name of this corporation is **DE GARMO ESTATES HOMEOWNERS' ASSOCIATION, INC.** (hereinafter called the "Corporation").

**ARTICLE II**

**Date**

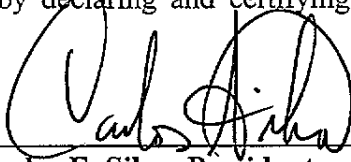
The date of the meeting of members at which the resolution to dissolve was adopted was August 8, 2001.

**ARTICLE III**

**Consent**

The resolution was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

**I, THE UNDERSIGNED**, being the President named, for the purpose of dissolving the Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 8<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
Carlos E. Silva, President

**DE GARMO ESTATES HOMEOWNERS' ASSOCIATION, INC.**

(a Florida Non-Profit corporation)

**WRITTEN CONSENT**

**OF**

**THE MEMBERS AND  
BOARD OF DIRECTORS  
IN LIEU OF MEETING**

The undersigned, being the Members (the "Members") and the Board of Directors (the "Directors") of **DE GARMO ESTATES HOMEOWNERS' ASSOCIATION, INC.**, a Florida non-profit corporation (the "Corporation"), hereby take, authorize and adopt the following actions in writing, without and in lieu of a meeting, pursuant to Sections 617.0821 (as applicable to directors) of the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) (the "FNPCA"), hereby waives any and all notices of the time, date, place and/or purpose of or with regard to any meeting of the members and/or the Board of Directors of the Corporation, and hereby consents and agrees to the authorization and adoption of the following resolutions (respectively, as the Members and Directors):

**WHEREAS**, on and as of the date hereof, the Directors are the only duly elected members of the Board of Directors of the Corporation; and

**WHEREAS**, the Directors of the Corporation have determined that the matters described and provided for herein are desirable for, and are fair to and in the best interests of, the Corporation and its members.

**Articles of Dissolution**

**NOW, THEREFORE, BE IT RESOLVED**, that the Articles of Dissolution of the Corporation, which will be filed with the Department of State of Florida, no later than **August 10, 2001**, be and hereby are ratified, confirmed and approved in all respects as the Articles of Dissolution of the Corporation (the "Articles"); and be it further

**RESOLVED**, that the form, terms and provisions of the Articles, in the form annexed hereto as Exhibit A, have been reviewed by the Directors, be and they hereby are, approved and adopted in all respects, and are deemed desirable to constitute the articles of dissolution of the Corporation; and be it further

**RESOLVED**, that pursuant to Section 617.1002 of the FNPCA, the Directors propose that the Articles be submitted to the members of the Corporation for their approval through action by written consent (as authorized under the FNPCA), and that the Directors recommend that such members approve such Articles; and be it further

**RESOLVED**, that the Members hereby approve the Articles, which constitutes unanimous approval by the members of the Corporation; and be it further

**RESOLVED**, that the Bylaws of the Corporation (the "Bylaws"), in the form attached hereto as Exhibit B, and the form, terms and provisions thereof included therein, be and they hereby are ratified, confirmed and approved in all respects as the bylaws of the Corporation (and any prior version of bylaws, whether approved by the Board of Directors or by the members or otherwise, is hereby rescinded in all respects).

Resignation of Directors

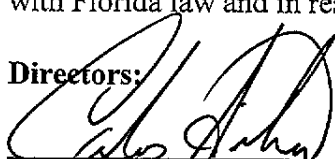
**NOW, THEREFORE, BE IT RESOLVED**, that the following persons tendered their resignations, effective upon adjournment of this meeting; that their resignations are hereby accepted:

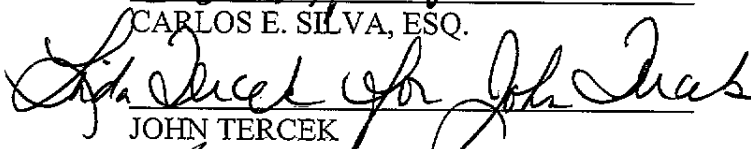
Carlos E. Silva  
John Tercek  
Susan Jones  
Betsy Luger  
Arturo Vinueza


\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned Directors and Members have executed the foregoing Written Consent for the purpose of giving each of their consent thereto in accordance with Florida law and in respect of the Corporation, this \_\_\_\_ day of August, 2001.

**Directors:**

  
CARLOS E. SILVA, ESQ.

  
JOHN TERCEK

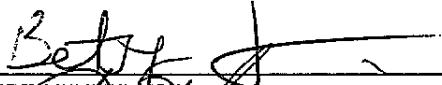
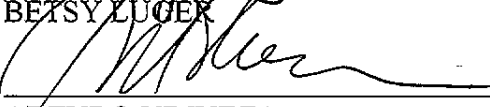
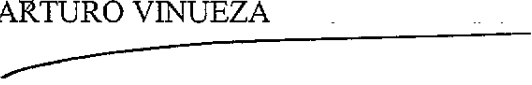
  
SUSAN JONES

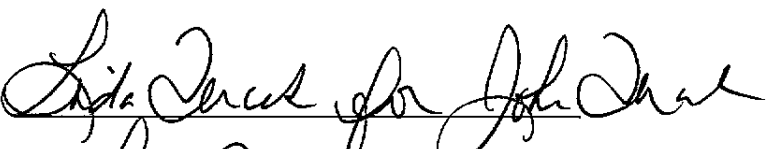

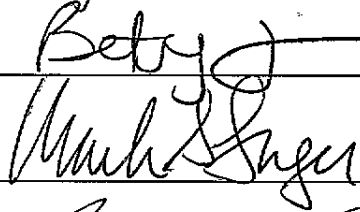
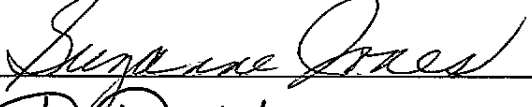
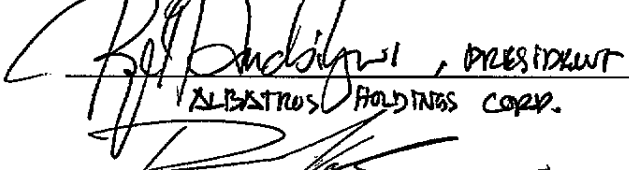
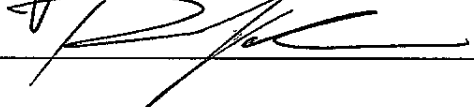
**Members:**

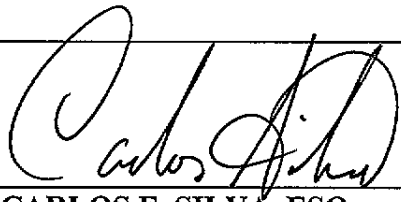






  
BETSY LUGER  
  
ARTURO VINUEZA  


  
  
Betsy  
  
  
  
ROBERT DANDILOWSKI, PRESIDENT  
ALBATROSS HOLDINGS CORP.  


  
CARLOS E. SILVA, ESQ.