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WARD, ROVELL & VAN BEPOEL, P.A.

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Florida Department of State
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DIVISION OF CORPORATIONS

DISSOLUTION

SUNSET GOLF, INC.

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Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
SUNSET GOLF, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNSET, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to dissolve in accordance with the requirements of Chapter 617, *Florida Statutes*, does hereby submit these Articles of Dissolution pursuant to the requirements of Section 617.1403, *Florida Statutes*:

1. The name of the Corporation is SUNSET GOLF, INC.
2. The members of the Corporation are not entitled to vote on the dissolution of the Corporation.
3. The dissolution of the Corporation was authorized by the Board of Directors of the Corporation on December 4, 2003. The number of Directors in office at the time of adoption of such resolution was 6 and the vote for the resolution for dissolution was 5 in favor and 0 against.
4. These Articles of Dissolution shall be effective immediately upon filing of same with the Secretary of State of the State of Florida.

DATED December 4, 2003.

SUNSET GOLF, INC.

By: Jim B. Pickerill
Jim B. Pickerill, President

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**PLAN OF DISSOLUTION AND
DISTRIBUTION OF ASSETS**

SUNSET GOLF, INC.

1. Authorization for Dissolution

The name of this corporation is **SUNSET GOLF, INC.** (the "Corporation"), a Florida not-for-profit corporation. The Corporation has adopted a resolution authorizing the dissolution of the Corporation.

2. Approval and Adoption of the Plan

The members of the Corporation are not entitled to vote on this Plan of Dissolution and Distribution of Assets ("Plan of Distribution"). This Plan of Dissolution was adopted, pursuant to Section 617.1406, *Florida Statutes*, by a majority vote of the Board of Directors of this Corporation at a meeting held on December 14, 2003 (the "Effective Date").

3. Cessation of Business

As of November 20, 2003, the Corporation effectively ceased business operations and, thereafter and after the Effective Date, the Corporation has not and shall not carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution thereof.

4. The Assets

After the Effective Date, the Board of Directors and other proper officers of the Corporation, as authorized by the Board of Directors, shall cause to be distributed or sold all of the assets of the Corporation. Any sales shall be made on the terms and conditions and for the consideration that the proper officers of the Corporation deem reasonable and in the best interests of the Corporation under the facts and circumstances. The Board of Directors and other authorized officers of the Corporation, either together or any of them alone, may execute any instruments that are necessary to transfer title to the property and assets.

5. Payment or Provision of Debts, Liabilities and Obligations

Prior to making any distribution of corporate assets to non-creditor designated recipients, the authorized officers of the Corporation shall pay and discharge, or provide adequate provisions for the payment and discharge of, all of the known and ascertainable debts and liabilities of the Corporation, including without limitation, such compensatory, severance, accrued benefit and other payments to employees and contractors of the Corporation as are approved by the Board of Directors.

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PLAN OF DISSOLUTION AND DISTRIBUTION OF
ASSETS
SUNSET GOLF, INC.

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6. Distribution of Assets

After payment of, or provision for, all of the known debts and liabilities of the Corporation, the proper officers of the Corporation shall distribute the remaining corporate assets, if any, in the following manner:

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

(b) Assets received and held by the Corporation subject to limitations permitting their use only for the charitable, educational and similar purposes of the Corporation, but not held upon condition as set forth under paragraph 6(a) above, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in such permitted activities.

(c) Other assets, if any, shall be distributed in accordance with the articles of incorporation of the Corporation and the bylaws of the Corporation, to the extent such articles and bylaws provide for such distributions in liquidation.

(d) Any remaining assets shall be distributed to such persons, trusts, societies, organizations or corporations, charitable and non-profit in nature as the proper officers of the Corporation may determine in the exercise of sound fiduciary duty and reasonable discretion.

7. Powers of Directors and Proper Officers

The Board of Directors and the proper officers of the Corporation shall carry out the provisions of this Plan of Distribution and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in third parties and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Proper officers of the Corporation authorized to take all necessary and appropriate actions pursuant to, and in connection with the effectuation of, this Plan of Distribution shall be:

Jim B. Pickerill, President

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WARD, ROVELL & VANE POEL, PA

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PLAN OF DISSOLUTION AND DISTRIBUTION OF
ASSETS
SUNSET GOLF, INC.

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IN WITNESS WHEREOF, the undersigned officer of the Corporation hereby certifies that this Plan of Dissolution and Distribution of Assets was approved by a majority of the Board of Directors of the Corporation on December 4, 2003.

Dated: December 4, 2003.

SUNSET GOLF, INC.

By: Jim B. Pickerill
Jim B. Pickerill, President

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