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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ant Diss
w/notice

APR 17 2017

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LAS ARAUCARIAS CORPORATION

DOCUMENT NUMBER: P02000072053

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

Please return all correspondence concerning this matter to the following:

(Name of Contact Person)
THE ALIHADEFF LAW GROUP, P.L.

(Firm/Company)
11900 BISCAYNE BLVD #289

(Address)
MIAMI, FL 33174

(City/State and Zip Code)

For further information concerning this matter, please call:

NATASHA BARRIENTOS at 786-618-9703

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

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

SECOND: The document number of the corporation (if known): P02000072053

THIRD: The date dissolution was authorized: JUNE 1, 2016

Effective date of dissolution if applicable: JUNE 1, 2016
(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.

FOURTH: Adoption of Dissolution (CHECK ONE)

- ☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- ☐ Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signature: _____
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

PATRICIO VALENZUELA

(Typed or printed name of person signing)

(Title of person signing)

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2017 APR 14 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. 607.1407, F.S.

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

Name of Corporation: LAS ARAUCARIAS CORPORATION

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:

REASONABLE DESCRIPTION OF CLAIM; MAILING ADDRESS AND TELEPHONE NUMBER OF CLAIMANT;

CONTRACTS, INVOICES OR OTHER WRITTEN MATERIAL EVIDENCING SUCH CLAIM

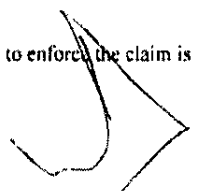
Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

11900 BISCAYNE BLVD #289, MIAMI, FL 33181

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.

PATRICIO VALENZUELA

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

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
LAS ARAUCARIAS CORPORATION**

1. Scope of Plan.

This Plan of Complete Liquidation and Dissolution (the "Plan") provides for the complete liquidation and dissolution of Las Araucarias Corporation, a Florida corporation ("Corporation"), by providing for the distribution to its shareholders of the net proceeds (after payment of liabilities and expenses) to be realized from the distribution of its assets. The liquidation and dissolution shall be accomplished in the manner stated in the Plan.

2. Adoption of Plan by Shareholders.

The Plan shall be adopted and shall become effective, subject to the conditions provided in the Plan, upon the approval or adoption of:

- a. The Plan;
- b. The Distribution Agreement described in Paragraph 3 of the Plan;
- c. The liquidation of all of Corporation's assets;
- d. A resolution of liquidation, each by the affirmative vote of the holders of share entitling them to exercise at least two-thirds of the voting power of Corporation at a special meeting of shareholders held for such purpose.

3. Distribution of Assets.

Following the adoption of the Plan, Corporation shall distribute all of its assets to the shareholders of said Corporation, at a pro rata share of Corporation's assets, to be distributed in a complete liquidation pursuant to the Plan.

4. Reserve for Liabilities.

After the Closing, Corporation shall pay or shall make adequate provision for payment of, all known liabilities of Corporation (including expenses and the liquidation and dissolution) as the directors determine to be reasonably necessary for payment of unascertained or contingent liabilities or Corporation (including claims, if any, of shareholders dissenting from the distribution of assets). The balance of the proceeds shall be distributed to Corporation's shareholders, in cash, as a first liquidating distribution in complete cancellation of Corporation's outstanding interests.

5. Liquidating Distribution.

The liquidating distribution shall be made to shareholders in pro rata shareholder interest. For this purpose, Corporation, shall, after the Closing, distribute the aggregate amount of funds to be distributed to shareholders as a liquidating distribution. Corporation's share transfer books shall be closed at the close of business on the date of the Closing, and the Corporation shall distribute all shares deposited with it under the Plan pro rata to the shareholders of record as such date in complete cancellation of Corporation's outstanding shares. Any remaining assets shall be distributed, not later than June 1, 2017, and Corporation shall distribute such assets as soon as practicable as a liquidating distribution to the persons entitled thereto in accordance with the Plan.

6. Unlocated Shareholders

Any assets deposited with Liquidating Agent or held by the Depositary under the Shareholder Depositary Agreement for distribution to shareholders who cannot be located shall be transferred by the Liquidating Agent or Depositary to a state official, trustee, or other person authorized by law to receive distributions for the benefit of such shareholders, in such manner as may be determined by the directors. Such assets shall thereafter be held solely for the benefit of and ultimate distribution to the shareholders entitled to receive such assets, who shall constitute the sole equitable owners thereof. In no event shall any of such assets revert to or become Corporation's property.

7. Dissolution.

Promptly after the Closing, Corporation shall:

- A. Cause a Certificate of Dissolution to be prepared, executed, and filed in the Office of the Secretary of State of Florida; and
- B. Withdraw its authority to do business as a foreign corporation in any states in which it presently has such authority.

8. Abandonment.

Notwithstanding the adoption of the plan, if the distribution of assets as provided in the Distribution Agreement is not carried out, the directors shall, without further action by the shareholders, abandon the Plan and cause Corporation to continue the active conduct of its business.

Adopted by the Board of Directors of Las Araucarias Corporation and ratified by the Shareholders thereof on the 1st day of June, 2016.

Board of Directors:

Patricio Valenzuela

Shareholders:

Patricio Valenzuela

SHAREHOLDER'S LIQUIDATION AGREEMENT

THIS AGREEMENT is made this 1st day of June, 2016, by and between Patricio Valenzuela, (the "Director"), acting as director of Las Araucarias Corporation, a Florida corporation ("Corporation"), and as agents and attorneys for all other shareholders entitled to share in the assets of Corporation to be distributed to its shareholders in complete liquidation pursuant to the Plan of Complete Liquidation of which this Agreement is a part. This Agreement relates to the holding, investment, payment from, and distribution of any funds hereafter distributed to it by Corporation, in complete liquidation, for the purpose of satisfying debts of or claims against Corporation, not previously paid in the liquidating proceedings.

Section 1

Definitions

- a. As used herein: a. **"Termination Date"** means June 1, 2016.
- b. **"Shareholders"** means each of the shareholders of Corporation entitled to receive a pro rata share of Corporation's assets distributed in complete liquidation pursuant to the Plan of Complete Liquidation and the legal representatives and assigns of each Shareholder.
- c. **"Shareholders' Fund"** means the property from time to time held hereunder by the Corporation. Initially, the Shareholders' Fund shall consist of the moneys paid to the Shareholders by the Corporation from the funds otherwise distributable to the Shareholders under the Plan of Complete Liquidation.

Section 2

Amount of Shareholders' Fund

On or before May 1, 2016, but not earlier than January 1, 2016, the Shareholders' Representatives shall give written notice to Corporation, designating the amount determined by them to be reasonably necessary to provide adequately for payment of all unknown, unascertained or contingent liabilities (including claim, if any, of dissenting shareholders) and expenses of the Shareholders' Fund.

Section 3

Action by Shareholders' Representatives; Successors

Any action require or permitted to be authorized or taken by the Shareholders' Representatives hereunder may be authorized or taken by the affirmative vote or approval of a majority of the persons who are at the time serving as Shareholders' Representatives hereunder. In the event of the death, incapacity, or resignation of any Shareholder's Representative, the other Shareholders' Representatives shall designate a successor by notice to the Secretary.

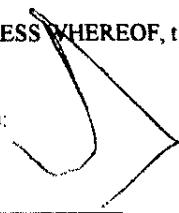
Section 4

General

This instrument shall be binding upon and shall inure to the benefit of the Depositary, this successors and assigns, the Directors, and the Shareholders, and their respective personal representatives, successors, and assigns.

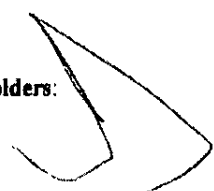
IN WITNESS WHEREOF, the Directors have executed this Agreement the day and year first above written.

Directors:



Patricio Valenzuela

Shareholders:



Patricio Valenzuela
