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DEC 31 2013
R. WHITE

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13 DEC 30 AM 10:20
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 944557 3487A

AUTHORIZATION :

COST LIMIT : \$ 35

A handwritten signature in cursive script, appearing to read "Spuddelema", is written over the "AUTHORIZATION" and "COST LIMIT" fields.

ORDER DATE : December 30, 2013

ORDER TIME : 2:34 PM

ORDER NO. : 944557-005

CUSTOMER NO: 3487A

DOMESTIC FILINGS

NAME: BEL-AIRE SB MANAGEMENT,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT# 52956

EXAMINER'S INITIALS: _____

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13 DEC 30 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
Bel-Aire SB Management, Inc.

SECOND: The document number of the corporation (if known): P06000010542

THIRD: The date dissolution was authorized: December 2, 2013

Effective date of dissolution if applicable: December 30, 2013

(no more than 90 days after dissolution file date)

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

unanimous vote of the shareholders

(voting group)

Signature: Lanny W. Tyler

(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)

Lanny W. Tyler

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF THE
SHAREHOLDERS OF
BEL-AIRE SB MANAGEMENT, INC., A FLORIDA CORPORATION**

THE UNDERSIGNED, as all of the shareholders of Bel-Aire SB Management, Inc., a Florida corporation (the "Company"), waive notice of a special meeting of the members and manager and waive notice of the purpose thereof, and approve, ratify and confirm upon written consent the following resolutions:

WHEREAS, the Company was formed to serve as manager to Bel-Aire SB, LLC ("SB") originally made to Bel-Aire Investments, Inc. ("Original Borrower") and owned by Wells Fargo Bank, N.A. f/a/k Wells Fargo Bank Minnesota, N.A., as Trustee for the registered holders of Credit Suisse First Boston Mortgage Securities Corp., Commercial Mortgage Pass-Thru Certificates Series 2003-C5, (the "Defeasance") which was formed to: to acquire, own and pledge securities that secure the Loans; to assume and perform the obligations from the Original Borrower under each Loan in accordance with the Defeasance Documents; to execute and assume the rights and obligations under the Defeasance Documents; and to transact any lawful business for which the Company may be organized that is necessary and appropriate to accomplish the foregoing purposes.

WHEREAS, the Loans have been paid and satisfied in full, all SB obligations under the Defeasance Documents have been performed, and all "Secured Obligations" (as defined in the SB's Articles of Organization filed on January 23, 2006 and assigned Florida Document No. L06000007650) have been satisfied.

WHEREAS, the members of SB have determined to dissolve SB pursuant to Florida law; and

WHEREAS, once the dissolution of SB has been accomplished, the Company's purposes have been accomplished and there is no further reason to continue the Company's existence.

NOW THEREFORE, be it

RESOLVED, that the Company shall be dissolved forthwith after completing the dissolution of SB

RESOLVED, that Lanny W. Tyler, as President of the Company ("President") is hereby authorized to execute such documents and to take all steps necessary to: dissolve the Company and file formal Articles of Dissolution of the Company with the State of Florida; and

FURTHER RESOLVED, that the effective date of this Resolution shall be December 2, 2013 regardless of the date this Written Consent is executed; and

FURTHER RESOLVED, that all actions taken by the Manager on behalf of the Company, with respect to the dissolution of the Company, which precede the date of this Resolution are hereby ratified, adopted and approved; and

FURTHER RESOLVED, that this Resolution shall continue in full force and effect and may be relied upon until written notice of any change therein; and be it

FURTHER RESOLVED, that this Consent may be executed in any number of counterparts and each counterpart executed by any of the undersigned, together with all other counterparts so executed, shall constitute a single instrument and resolution of the undersigned; and that facsimile or pdf signatures electronically transmitted and affixed hereto shall be considered original signatures for all purposes.

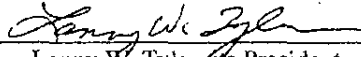
[signature page follows]

[signature page to Written Consent - Bel-Aire SB Management, Inc.]

IN WITNESS WHEREOF, the undersigned have hereto set their hands and seals effective as the 2nd day of December, 2013.

“SOLE SHAREHOLDER”

Bel-Aire Investments, Inc.,
a Florida corporation

By: 
Lanny W. Tyler, its President