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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** S & A Real Estate Investment Inc.

**DOCUMENT NUMBER:** P07000116356

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

Please return all correspondence concerning this matter to the following:

Rosa Rivaflecha

(Name of Contact Person)

PRS Group

(Firm/Company)

801 Brickell Avenue, 16th Floor

(Address)

Miami, FL 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Rosa Rivaflecha

(Name of Contact Person)

at ( 305 ) 381-8340

(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**  
**OF**  
**S&A REAL ESTATE INVESTMENT INC.**  
**(a Florida Corporation)**

**FILED**  
**2011 NOV 17 PM 4:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

The name of this corporation is **S&A REAL ESTATE INVESTMENT INC.** (the "Corporation").

**ARTICLE II**

The date dissolution was authorized is October **31**, 2011.

**ARTICLE III**

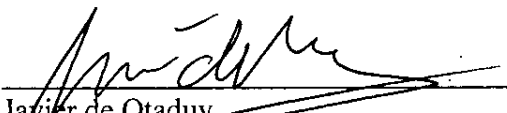
Dissolution of the Corporation was approved by the Unanimous Written Consent of the Board of Directors and the Shareholders and the number of votes cast for dissolution was sufficient for approval.

**ARTICLE IV**

The effective date of the Corporation's dissolution will be the date that the Articles of Dissolution are filed with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Dissolution of S&A REAL ESTATE INVESTMENT INC. as of October **31**, 2011.

**S&A REAL ESTATE INVESTMENT INC.**

  
\_\_\_\_\_  
Javier de Otaduy  
President

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
AND SHAREHOLDERS OF  
S&A REAL ESTATE INVESTMENT INC.  
(A Florida Corporation)**

The undersigned, being all of the Directors and the Shareholders of **S&A REAL ESTATE INVESTMENT INC.**, a Florida corporation (the "Corporation"), hereby make the following statement in lieu of holding a special meeting of the board of directors and the shareholders pursuant to the terms of Florida Statutes §§607.0821, 607.0704, 607.1402 and hereby take the following actions and authorize the following resolutions as if voted upon at a meeting of the Directors and Shareholders duly called for the purposes described herein.

**1. Dissolution and Liquidation.**

**WHEREAS**, the Board of Directors deems it to be in the best interest of the Corporation and recommends to the Shareholders the voluntary dissolution and liquidation of the Corporation; and

**WHEREAS**, the Shareholders believe it to be in the best interest of the Corporation to dissolve and liquidate the Corporation.

**NOW THEREFORE, BE IT RESOLVED**, that the Shareholders hereby authorize the dissolution of the Corporation and that any officer or director of the Corporation is hereby authorized on behalf of the Corporation to take all actions and to file all documents necessary with the Florida Secretary of State to complete the liquidation and dissolution of the Corporation; and

**RESOLVED FURTHER**, that the Corporation be voluntarily dissolved in accordance with the provisions of Florida Statute §607.1402, effective upon the filing of the Articles of Dissolution with the Secretary of State of Florida; and

**RESOLVED FURTHER**, that the Board of Directors and Shareholders have reviewed the Articles of Dissolution (the "Articles") of the Corporation (attached hereto as Exhibit A) and hereby approve and confirm the Articles and the actions provided for therein; and

**RESOLVED FURTHER**, that commencing with the filing of the Articles with the Department of State of the State of Florida, the Corporation shall continue its business only to the extent necessary to collect accounts receivable, maintain sufficient reserves to pay liabilities, and otherwise conduct business consistent with the objective of the Corporation to pay all outstanding liabilities and distribute all remaining assets to its Shareholders and wind up its affairs; and

**RESOLVED FURTHER**, that the winding up of the business of the Corporation and the distribution of all remaining assets shall be completed not later than one (1) year from the date of the filing of the Articles with the Department of State of the State of Florida; and

**RESOLVED FURTHER**, that the officers and directors of the Corporation be, and they are, hereby, authorized and directed to take such actions and execute and file such documents as shall be necessary and proper for the orderly dissolution and liquidation of the Corporation in accordance with law; and

**RESOLVED FURTHER**, that after providing for all proper debts of the Corporation, and to the extent that the assets of the Corporation are sufficient therefore, all remaining assets of the Corporation shall be distributed to the Shareholders; and

**RESOLVED FURTHER**, that the officers of the Corporation be, and they are, hereby, authorized and directed to pay all fees and taxes and to do or cause to be done all acts and things they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

**2. General.**

**RESOLVED FURTHER**, that this instrument may be executed in several counterparts or counterpart signature pages, and all so executed shall constitute one Unanimous Written Consent binding on all of the undersigned, notwithstanding that all of the undersigned are not signatories to the original thereof or the same counterpart or counterpart signature page. Counterparts or counterpart signature pages containing facsimile transmitted signatures shall be binding as if original signatures delivered in person; and

**RESOLVED FURTHER**, that this instrument be, and hereby is, directed to be inserted in the permanent records of the Corporation.


IN WITNESS WHEREOF, the undersigned have executed the foregoing  
Unanimous Written Consent as of the 31 day of October, 2011.

**SOLE DIRECTOR:**

  
\_\_\_\_\_  
Javier de Otaduy

**SOLE SHAREHOLDER:**

**Grandvest Inc.**, a Panama  
corporation

By:   
\_\_\_\_\_  
Name: Camilo Andrés Méndez Chong

Title: Director

**EXHIBIT A**  
**ARTICLES OF DISSOLUTION**

See Attached

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