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DISSOLUTION OR WITHDRAWAL  
CVC HOSPITALITY, INC.

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Page Count	04
Estimated Charge	\$35.00

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ARTICLES OF DISSOLUTION  
OF  
CVC HOSPITALITY, INC.

SECRETARY OF STATE  
TALLAHASSEE, FL

Pursuant to § 607.1402 and 607.1403 of the Florida Statutes, the undersigned hereby submits these Articles of Dissolution of CVC Hospitality, Inc., a Florida corporation (the "Company"), for filing.

**ARTICLE I**

The name of the Company is CVC Hospitality, Inc., Document Number P07000125389.

**ARTICLE II**

The Plan of Dissolution and Complete Liquidation, attached hereto as Exhibit 1, was authorized on the 11 day of September 2018 by written consent of the Sole Director and Sole Shareholder of the Company entitled to vote on the proposed dissolution, pursuant to § 607.1402 of the Florida Statutes, and the dissolution is effective as of the 11 day of September 2018.

**ARTICLE III**

All debts, obligations, and liabilities of the Company have been paid or discharged pursuant to §§ 607.1405, Florida Statutes.<sup>1</sup>

**ARTICLE IV**

The Shareholder, on account of equity, shall reclaim any remaining property of the Company if and only if all debts and obligations have been satisfied in full.

**ARTICLE V**

The number of votes cast in favor of dissolving the Company was sufficient for approving a dissolution of the Company.

Executed this 11<sup>th</sup> day of September 2018.

  
\_\_\_\_\_  
Craig V. Cook, President/Sole Director/Sole Shareholder

<sup>1</sup> To the extent there are any funds recovered from the liquidation of the assets of the Company, creditors shall receive payment according to the priority of such debt; or, if funds are not sufficient to pay all outstanding debts in full, creditors shall receive a *pro rata* distribution according to the priority of such debt, if any.

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**EXHIBIT 1**

**PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION**  
**OF CVC HOSPITALITY, INC.**

(1) CVC Hospitality, Inc., a Florida corporation ("Company"), elects to conclude its affairs, dissolve, and be completely liquidated in accordance with Chapter 607 of the Florida Statutes, §331 of the Internal Revenue Code of 1986, as amended, and this Plan of Dissolution and Complete Liquidation (the "Plan").

(2) The Company shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, concluding its affairs, and distributing its assets in accordance with the Plan.

(3) The Sole Director of the Company is authorized, at their discretion, to sell any or all of the assets and properties of the Company for such consideration and upon such terms and conditions as it may determine, in their business judgment.

(4) The remaining assets of the Company have been liquidated and the proceeds have been sent to pay the Company's creditors in accordance with the priorities set forth under Florida law.

(5) The Effective Date of the dissolution shall be the 11 day of September 2018.

(6) The Chairman/Sole Director of the Company shall file with the Florida Department of State Articles of Dissolution at such time as she may deem appropriate, but not later than September 11, 2018.

(7) The Chairman/Sole Director of the Company is authorized and empowered to execute and file all instruments, documents, papers, tax returns, and reports, and to do any and all other things, and take any and all other actions, that she may deem necessary or desirable in order to carry out the purposes and intents of this Plan.

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**WRITTEN ACTION BY THE DIRECTOR OF  
CVC HOSPITALITY, INC.  
SEPTEMBER 11, 2018**

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Pursuant to the authority of Chapter 607 of the Florida Statutes, the undersigned president and sole director (the "Director"), being all of the incorporators and director is entitled to vote on the below matters of **CVC HOSPITALITY, INC.**, a Florida corporation (the "Company"), does hereby affirmatively vote for, consent to, adopt, and approve the following recitals and resolutions by written consent in lieu of meeting:


**WHEREAS**, the Director of the Company deem it to be in the best interests of the Company to immediately and completely liquidate and dissolve.

**NOW, THEREFORE, BE IT RESOLVED**, that the Company adopt and approve procedures for its complete liquidation and dissolution, and, in order to do so, it does hereby adopt and approve the Plan of Dissolution and Complete Liquidation, attached hereto as Exhibit 1.

**FURTHER, RESOLVED**, that Craig V. Cook, the President/Sole Director/Sole Shareholder of the Company, is hereby authorized and directed to execute, on behalf of the Company, Articles of Dissolution confirming the resolution set forth above, and to cause such Articles of Dissolution to be filed with the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his/her hand this 6<sup>th</sup> day of September 2018.

**DIRECTOR:**



Craig V. Cook  
President / Sole Director / Sole Shareholder

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