

PO 80000091948

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500181029595

05/19/10--01025--021 **43.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 MAY 19 AM 9:15

EFFECTIVE DATE

JUN 30, 2010

Art Diss
cus
@ 5/20/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of Palmira Golf and Country Club, Inc.

DOCUMENT NUMBER: P08000091948

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

Please return all correspondence concerning this matter to the following:

Frank M. Percuoco, President

(Name of Contact Person)

The Golf Club at Palmira, Inc.

(Firm/Company)

28501 Matteotti View

(Address)

Bonita Springs, FL, 34135

(City/State and Zip Code)

For further information concerning this matter, please call:

Frank M. Percuoco

(Name of Contact Person)

at (239)

949-4466

(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

EFFECTIVE DATE
June 30, 2010

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:

Palmira Golf and Country Club, Inc.

SECOND: The document number of the corporation (if known): P08000091948

THIRD: The date dissolution was authorized: May 11, 2010

Effective date of dissolution if applicable: June 30, 2010

(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

100% of Existing Shareholders

(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)

Peter Corio

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 MAY 19 AM 9:15

Plan of Liquidation Agreement

AGREEMENT AND PLAN OF LIQUIDATION made this 11th day of May 2010, between THE GOLF CLUB AT PALMIRA, INC. (hereinafter called the "Club") and PALMIRA GOLF AND COUNTRY CLUB, INC. (hereinafter called the Corporation).

WHEREAS, the Club owns 100 shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and

WHEREAS, the Club wishes to approve, authorize, and consent to the voluntary dissolution of the Corporation in accordance with the General Corporation Law and Statutes of the State of Florida;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Club approves, authorizes, and consents to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than June 30, 2010, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Club hereby authorizes the officers of the Corporation to file a consent of Stockholder to Dissolution with the Secretary of State of the State of Florida.
3. The Club hereby resolves that after payment of the Corporation's debts, or provision is made therefore, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than June 30, 2010.
4. RESOLVED, that the President of the Club be, and he hereby is, authorized and directed to sign on behalf of the Corporation a certificate of consent of sole stockholder to the dissolution of the Corporation, and he is further authorized and directed to adopt and approve the plan of liquidation of the Corporation on behalf of the Club and to take any and all action and to file such documents, instruments and papers as he may deem necessary or desirable to effectuate and consummate the dissolution of said corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

The Golf Club at Palmira, Inc.

By: 

President

Palmira Golf and Country Club, Inc.

By: 

President

ASSUMPTION AGREEMENT

The Golf Club at Palmira, Inc., a Florida corporation, duly qualified as a corporation to do business in the State of Florida, being the sole stockholder of Palmira Golf and Country Club, Inc., a Florida corporation, hereby assumes and agrees unconditionally to pay and discharge any and all duties, liabilities, taxes, unemployment contributions, fees and the like, whether accrued or contingent, that may be payable or properly assessable against Palmira Golf and Country Club, Inc., which corporation is herewith being dissolved and liquidated by the unanimous consent of the undersigned as its sole stockholder, in accordance with the provision of the corporation law and statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned has caused this agreement to be executed in its corporate name and its corporate seal to be hereunto affixed this 11th day of May, 2010.

THE GOLF CLUB AT PALMIRA, INC.
Corporation
By: [Signature]
President

Attest:

[Signature]
Secretary

State of Florida

County of Lee

Janet Bordonaro, being duly sworn, deposes and says that he/she is Secretary of The Golf Club at Palmira, Inc., that this affidavit made in compliance with Section _____; that said corporation has personal property only in Lee County; and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

[Signature]
Secretary

Sworn to and subscribed before me and in my presence this 11th day of May, 2010.

[Signature]
Notary Public

