

PO90000073623

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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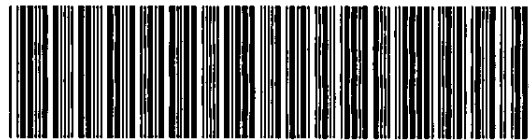
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
14 SEP 24 PM 3:46

OCT 07 2014
T. CARTER

Dissolution

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of Palace T-104 Inc.

DOCUMENT NUMBER: P09000073623

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

Please return all correspondence concerning this matter to the following:

Maria Eugenia Marquez

(Name of Contact Person)

Palace T-104 Inc.

(Firm/Company)

1224 Andora Avenue

(Address)

Coral Gables, FL 33146

(City/State and Zip Code)

For further information concerning this matter, please call:

Maria Eugenia Marquez at (786) 212-0236

(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:
Palace T-104 Inc.

SECOND: The document number of the corporation (if known): P09000073623

THIRD: The date dissolution was authorized: July 31, 2014

Effective date of dissolution if applicable: July 31, 2014

(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.

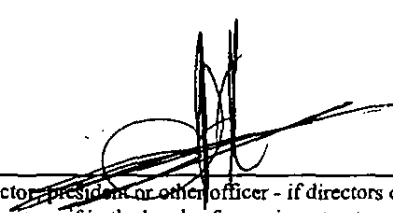
☐ Dissolution was approved by the shareholders through voting groups.

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

N/A

(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)

Maria Eugenia Marquez

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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**UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS OF THE BOARD OF DIRECTORS
AND SOLE SHAREHOLDER OF
PALACE T-104, INC.
(A Florida Corporation)**

The undersigned, being all of the Directors and Sole Shareholder of Palace T-104, Inc., a Florida corporation (the "Company"), hereby on this 31st day of July, 2014, makes the following statement in lieu of holding a special meeting of the Board of Directors and hereby takes the following actions and authorize the following resolutions as if voted upon at a meeting of the Board of Directors duly called for the purposes described herein.

WHEREAS, the Directors deem it to be in the best interest of the Company and recommend the liquidation of the Corporation; and

WHEREAS, the Sole Shareholder believes it to be in the best interest of the Company to liquidate and distribute the assets of the Company.

NOW THEREFORE, IT IS RESOLVED, that the Sole Shareholder has reviewed the Plan of Complete Liquidation (the "Plan") of the Company, (attached hereto as Exhibit A) and hereby approves and confirms the Plan and the actions provided for therein; and

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

FURTHER RESOLVED, that the officers and directors of the Company 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 of the Company and to fully effectuate the purposes of the foregoing resolutions and the Plan; and

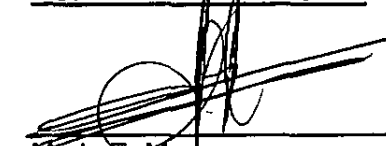
FURTHER RESOLVED, that this instrument be, and hereby is, directed to be inserted in the permanent records of the Company; and

FURTHER RESOLVED, that this instrument may be executed in counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument.

Palace T-104, Inc.
Unanimous Written Consent
Page 2 of 2


IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors have executed this Unanimous Written Consent as of the 31st day of July, 2014.

BOARD OF DIRECTORS:



Maria E. Marquez

SOLE SHAREHOLDER:



Maria E. Marquez

**PLAN OF COMPLETE LIQUIDATION
OF
PALACE T-104, INC.
(A Florida Corporation)**

1. Plan of Liquidation. This Plan of Complete Liquidation (the "Plan") is intended to accomplish the liquidation of Palace T-104, Inc., a Florida corporation (the "Company"), through the distribution of all its assets to its Sole Shareholder in liquidation of the Company, in accordance with the Florida General Corporation Law and the United States Internal Revenue Code of 1986, as amended (the "Code"). Such liquidation shall be in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Company when recommended by the Board of Directors and approved by the Sole Shareholder of the Company.

3. Liquidated Period. The "Liquidation Period" shall mean the period in which the Company shall liquidate and distribute any and all of its assets of any kind whatsoever to its Sole Shareholder in accordance with its rights and interests after provision for all outstanding liabilities. The period in which such assets shall be distributed shall be completed as soon as practicable, but in no event shall the Liquidation Period extend beyond three years after the adoption of this Plan.

4. Abandonment. Upon approval of the Plan by the Sole Shareholder of the Company, the Directors of the Company may not, without further action by the Sole Shareholder, abandon this plan without the joint consent to do so.

5. Winding Up of Business. During the Liquidation Period, the Company shall continue its business only to the extent necessary to wind up its affairs.

6. Final Distribution of Assets. Pursuant to this Plan, and not later than the end of the Liquidation Period, the Company will distribute all of its remaining assets and liabilities to its Sole Stockholder, after providing for all proper debts of the Company, and to the extent that the assets of the Company are sufficient therefore.

7. Dissolution. As soon as practicable following the final distribution of assets by the Company, the Company shall be dissolved pursuant to the applicable provisions of the Florida General Corporation Law.

8. Filing. If necessary, within 30 days from the date of the dissolution of the Company, the Officers of the Company shall file Form 966 with the appropriate offices of the Internal Revenue Service. If necessary, the Officers of the Company shall instruct the Company's accountants to prepare and timely file a federal income tax return and state income tax return on behalf of the Company, and such other forms as are appropriate.

9. Authorization of Necessary Acts. The Directors and Officers of the Company shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation of the Company, and for carrying out the other purposes and intentions of this Plan, so long as any such action shall not be inconsistent with the applicable provisions of Florida General Corporation Law, the

Code and Treasury Regulations issued thereunder. The Officers and Directors shall be held harmless by the Company for any action taken under this Plan in good faith, and expense or liability so incurred.

10. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of the applicable provisions of the Florida General Corporation Law and the Code. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the applicable provisions of the Florida General Corporation Law and the Code.