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VIA E-MAIL & FIRST CLASS U.S. MAIL

February 22, 2019

Department of State
Division of Corporations
Legal Department
Post Office Box 6327
Tallahassee, FL 32314
corphelp@dosc.state.fl.us

RE: Spring Gardens of Orange Park, Inc. (FEI No. 45-5366016)
Notice of Judicial Order Dissolving Corporation

100326286601

Dear Sir or Ma'am:

Please find enclosed a Judgment and Order issued by the Circuit Court of the Fourth Judicial Circuit in and for Clay County, Florida dissolving the above-referenced corporation as of December 18, 2018. We respectfully request that the Florida Division of Corporations update its records accordingly.

Thank you in advance for your prompt attention to this matter. Please do not hesitate to contact us if you require any further information or if we may be of further assistance in this matter.

Respectfully,

ABEL BEAN LAW P.A.


Daniel K. Bean

Encl.
Judgment of Dissolution & Order for Accounting
Wilger v. Wiley, No. 2017-CA-1181 (Fla. 4th Cir. Ct.)

RECD
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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MAR 11 2019

IN THE CIRCUIT COURT OF THE FOURTH JUDICIAL CIRCUIT
IN AND FOR CLAY COUNTY, FLORIDA
CIVIL ACTION

MICHELLE WILGER, as a shareholder
and derivatively, on behalf of SPRING
GARDENS OF ORANGE PARK, INC.,
a Florida Corporation

Plaintiffs,

v.

Case No. 2017-CA-1181

DORINDA WILEY, and
SPRING GARDENS OF ORANGE
PARK, INC., a Florida Corporation,

Defendants

DORINDA WILEY, and SPRING
GARDENS OF ORANGE PARK, INC.,

Counter-Plaintiffs,

v.

MICHELLE WILGER, as a shareholder
and derivatively, on behalf of SPRING
GARDENS OF ORANGE PARK, Inc.,

Counter-Defendants.

JUDGEMENT OF DISSOLUTION AND ORDER FOR ACCOUNTING

This CAUSE having come before the Court on Plaintiff/Counter-Claim Defendant, Michelle Wilger's ("Wilger"), as a shareholder and derivatively, on behalf of Spring Gardens of Orange Park, Inc., a Florida corporation, Motion for Judgment on the Pleadings Directed to Counts I and II of the Complaint (the "Motion"), and the Court having reviewed Defendant, Dorinda Wiley's opposition filing thereto, having heard argument of counsel on November 21, 2018, and otherwise being advised as to the premises, it is

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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ORDERED AND ADJUDGED as follows:

1. The **MOTION is GRANTED** in the following respects.
2. The Court finds that the allegations of both parties in the pleadings are uniform and in agreement that Spring Gardens of Orange Park, Inc. has two equal shareholders/directors, Wilger and Wiley, each of whom possess an equal fifty percent (50%) ownership interest in the entity.
3. The pleadings establish that Wilger and Wiley are deadlocked in the management of the corporate affairs, the shareholders are unable to break the deadlock, and irreparable injury to the corporation is threatened or being suffered.
4. The Court finds that pursuant to Rule 1.140(c), Florida Rules of Civil Procedure, Wilger is clearly entitled to judgment as a matter of law as to the claim in Count I of the Complaint for judicial dissolution.
5. The Court finds that the requirements for judicial dissolution set forth in Section 607.1430, Florida Statutes have been established.
6. Spring Gardens of Orange Park, Inc., FEI/EIN Number 45-5366016, with its principal place of business at 3550 Sandlewood Circle, Orange Park, Florida 32065, shall be dissolved in accordance with Florida Statutes, Section 607.1433. The effective date of dissolution shall be sixty (60) days from the date of this Order. The Clerk of Court is directed to deliver a certified copy of this Order to the Department of State, which shall file it.
7. The Court shall retain jurisdiction to evaluate and decide any disputes regarding the winding up and liquidation of Spring Gardens of Orange Park, Inc.'s business


and affairs. The Court shall also retain jurisdiction to address and oversee the parties' compliance with Florida law relating to the closing of the facility.

8. The parties shall comply with the requirements of the Florida Statutes, including Section 607.1405, Florida Statutes. Spring Gardens of Orange Park, Inc. shall not carry on any new business except that which relates to the winding up and closing of the business as set forth in Section 607.1405, Florida Statutes.
9. The parties shall make the notification to claimants and creditors in accordance with section 607.1406, Florida Statutes, subject to the provisions of section 607.1433(3), Florida Statutes. The Court shall require any and all creditors of Spring Gardens of Orange Park, Inc. to file with the Clerk of the Court written proof of any claim against the entity. All such claims must be filed within five (5) months of the date of this Order. Notice to creditors of the deadline set herein shall be made by virtue of publication in The Financial News & Daily Record for a period of two (2) weeks.
10. All business and financial records of Spring Gardens of Orange Park, Inc. are to be preserved and not moved, altered, or destroyed without the approval of the Court.
11. The Court further finds that the allegations of both parties in the pleadings are uniform and in agreement that an accounting of Spring Gardens of Orange Park, Inc.'s books and records should be conducted. Both parties' pleadings also contain nearly identical counts for an accounting.
12. The Court finds that pursuant to Rule 1.140(c), Florida Rules of Civil Procedure, Wilger is clearly entitled to judgment as a matter of law as to its claim in Count II

of the Complaint for an accounting. This finding also resolves the corresponding claim asserted in Wiley's Counterclaim.

13. An accounting of Spring Gardens of Orange Park, Inc.'s books and records shall be completed by a certified public accountant mutually agreeable to the parties. If the parties are unable to agree on an accounting professional within thirty (30) days of the date of this Order, this Court retains jurisdiction to appoint one. The Parties shall turn over all books and records in their respective possession and/or control to the accounting professional within five (5) days of the date on which the accounting professional is appointed.
14. The accounting professional will evaluate and value the existing assets of Spring Gardens of Orange Park, Inc. and will review the historical records of the business from January 1, 2013 to the present in order to determine whether any corporate waste or financial malfeasance has occurred. Upon completion of the evaluation, the accounting professional shall file his or her report with the Court, under seal, and shall serve the report on the parties.
15. The Court shall retain jurisdiction over this matter as it relates to Counts I and II of the Complaint and Counter-Claim solely for purposes of enforcing the terms of this Order.
16. This Order does not address the remaining counts of the parties' Complaint and Counterclaim.

DONE AND ORDERED in Clay County, Florida on December 18, 2018.



Circuit Judge

Copies to:
Counsel of Record
Spring Gardens of Orange Park, Inc., 3550 Sandlewood Cir., Orange Park, FL 32065

Certified Copy to:
Florida Department of State, Division of Corporations