

P13000 073 734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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2019 NOV -4, PM 1:28

FILED

2019 NOV -4

11:28 AM

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dissolve Toro Grill & Sushi Inc  
\_\_\_\_\_

**DOCUMENT NUMBER:** P13000073734  
\_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Dandong Shen  
\_\_\_\_\_

(Name of Contact Person)

Toro Grill & Sushi Inc  
\_\_\_\_\_

(Firm/Company)

3496 SW SAWGRASS VILLAS DR  
\_\_\_\_\_

(Address)

PALM CITY, FL 34990  
\_\_\_\_\_

(City/State and Zip Code)

For further information concerning this matter, please call:

Dandong Shen  
\_\_\_\_\_

at ( 772 ) \_\_\_\_\_

2405775  
\_\_\_\_\_

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 26, 2019

DANDONG SHEN  
3496 SW SAWGRASS VILLAS DRIVE  
PALM CITY, FL 34990

SUBJECT: TORO GRILL & SUSHI INC  
Ref. Number: P13000073734

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Notice of Dissolution must contain a description of information that should be included in a written claim.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 919A00022108

REC-11  
NOV-4 11:12:50

## ARTICLES OF DISSOLUTION

2019 NOV -4 PM 1:28

Pursuant to section 607.1401, 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:  
Toro Grill & Sushi Inc

SECOND: The document number of the corporation (if known): P13000073734

THIRD: The file date of the articles of incorporation: 09/05/2013

FOURTH: (CHECK AT LEAST ONE BOX)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FIFTH: No debt of the corporation remains unpaid.

SIXTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SEVENTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signature: Dandong Shen  
(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.)

Dandong Shen  
(Typed or printed name of person signing)

President  
(Title of Person Signing)

Filing Fee: \$35

## Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: TORO GRILL & SUSHI INC

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Do not want to continue business. The business is sold on Oct 1, 2019  
please check the attached "Closing Certificate of  
Seller" - Dandong Shen  
11/02/2019

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

3496 SW SAWGRASS VILLAS DR, PALM CITY, FL 34990

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Dandong Shen  
Printed Name of the Person Filing

Dandong Shen  
Signature of the Person Filing

**Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00**

CLOSING CERTIFICATE OF SELLER

October 1, 2019

I, Dandong Shen, being the President of Toro Grill & Sushi, Inc., a Florida corporation ("Seller"), hereby certify solely in my capacity as the President of Seller and not in any personal capacity, that I am authorized to execute and deliver this certificate (this "Certificate") on behalf of Seller.

This Certificate is hereby delivered in connection with that certain Asset Purchase Contract and Receipt (the "Purchase Agreement"), dated as of August 30, 2019 (the "Effective Date"), by and between Seller and Townie Tavern, LLC, a Florida limited liability company ("Buyer"). Capitalized terms used but not otherwise defined in this Certificate shall have the meaning given to such terms in the Purchase Agreement.

Solely in my capacity as the President of Seller, I hereby certify that (i) Seller has performed in all material respects all of its obligations under the Purchase Agreement that are required to be performed by it on or prior to the Closing; (ii) the representations and warranties of Seller contained in the Purchase Agreement are true as of the Effective Date and at and as of the Closing, as if made at and as of that time.

**IN WITNESS WHEREOF**, the undersigned has caused this Certificate to be executed on the date first written above.

Toro Grill & Sushi, Inc., a Florida corporation

By: Dandong Shen  
Name: Dandong Shen  
Title: President