

10/2/2018

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
Phone : (850)656-7956
Fax Number : (850)656-7953

**DISSOLUTION OR WITHDRAWAL
PASSAGES CORPORATION**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

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OCT 04 2018

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(2/8) 10/03/2018 02:58:22 PM -0400

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October 3, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PASSAGES CORPORATION
12801 WORLDGATE DRIVE STE 800
HERNDON, VA 20170

SUBJECT: PASSAGES CORPORATION
REF: P15000049428

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state the date the dissolution was authorized.

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.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: H18000286051
Letter Number: 718A00020551

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18 OCT -3 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Dissolution for Passages Corporation.

DOCUMENT NUMBER: P15000049428

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

Please return all correspondence concerning this matter to the following:

Kirk D. Beckhorn C/O Squire Patton Boggs (US) LLP

(Name of Contact Person)

(Firm/Company)

8000 Towers Crescent Drive, Suite 1400

(Address)

Vienna VA 22182

(City/State and Zip Code)

For further information concerning this matter, please call:

Kirk D. Beckhorn C/O Squire Patton Boggs (US) LLP at (703) 720-7850

(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

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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:

Passages Corporation

SECOND: The document number of the corporation (if known): PI5000049428

THIRD: The date dissolution was authorized: August 15, 2018

Effective date of dissolution if applicable: Date Articles of Dissolution filed w/ Secretary of State.

(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

(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)

RICHARD H. HEINS

(Typed or printed name of person signing)

CEO

(Title of person signing)

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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: Passages Corporation

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:

Name of claimant; amount claimed by claimant and contact information for the claimant.

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

Kirk D. Beckham C/O Squire Patton Boggs (US) LLP

8000 Towers Crescent Drive, Suite 1400

Vienna VA 22182

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.

Kirk D. Beckham

Printed Name of the Person Filing

/s/ Kirk D. Beckham

Signature of the Person Filing

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

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**Joint Written Consent of the Sole Shareholder and Sole Director
of
Passages Corporation**

The undersigned being the sole shareholder and sole director of Passages Corporation, a Florida limited liability company (the "Company"), pursuant to Section 607.0704 and Section 607.0821 of the Florida Business Corporation Act, do hereby consent to the following actions as of the 5th day of August, 2018:

WHEREAS, the undersigned shareholder is the sole shareholder of the Company; and

WHEREAS, undersigend director and the undersigned shareholder have each determined that it is the best interest of the sole shareshareholder to dissolve the Company;

NOW, THEREFORE, IT IS

RESOLVED, that pursuant to the provisions set forth herein, the undersigned hereby approve of the dissolution of the Company and the filing of all necessary documentation to effect the dissolution of the Company, including, but not limited to Articles of Dissolution (in the form attached hereto as Exhibit A) to be filed with the the Florida Department of State; and

FURTHER RESOLVED, that the Articles of Dissolution are hereby adopted for filing with the Florida Department of State;

FURTHER RESOLVED, that the officers of the Company, in their respective capacities, are hereby authorized and directed to execute, deliver (and where applicabl file) on behalf of the Company any and all documents (including, but not limited to the Articles of Dissolution) that they determine to be necessary to cause the dissolution and termination of the Company; and

[signature page follows]

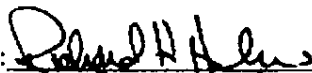
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IN WITNESS WHEREOF, the undersigned sole member and sole manager of the Company has duly executed this Written Consent as of the date first set forth above. This Written Consent shall be filed with or otherwise be entered in the minutes or other appropriate records of the Company.

Sole Shareholder:

Ntrepid Corporation

By: 
Name: RICHARD H. HELMS
Title: CEO

Sole Director:


Name: RICHARD H. HELMS

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Exhibit A

Form of Articles of Dissolution

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