

PK000005203

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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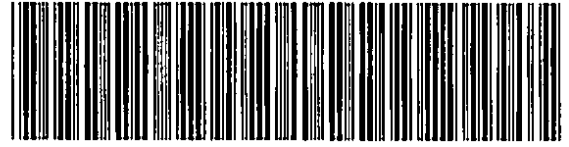
(Business Entity Name)

(Document Number)

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12/20/21--01013--027 \*\*35.00

Effective Date 12/31/2021

FILED  
2021 DEC 20 PM 4:19  
SOUTH DAKOTA  
STATE COURT

Dissolution w/motion

DEC 27 2021

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Articles of Dissolution - Vulcan Development, Inc.  
\_\_\_\_\_

**DOCUMENT NUMBER:** P16000005208  
\_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Mark J. Simmons  
\_\_\_\_\_

(Name of Contact Person)

(Firm/Company)

11 Walley Street, Unit 407  
\_\_\_\_\_

(Address)

Boston, MA 02128  
\_\_\_\_\_

(City/State and Zip Code)

For further information concerning this matter, please call:

Mark J. Simmons  
\_\_\_\_\_

at ( 561-702-8203  
\_\_\_\_\_

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |   |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(Additional copy is<br>enclosed) |
|---|--|---|---|

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

FILED  
2021 DEC 20 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FL

## 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:  
Vulcan Development, Inc.

SECOND: The document number of the corporation (if known): P16000005208

THIRD: The date dissolution was authorized: December 10, 2021

Effective date of dissolution if applicable: December 31, 2021

(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: Dissolution was approved by the shareholders, in the manner required by this chapter and the articles of incorporation.

FILED  
2021 DEC 20 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FL

Signature: Mark J. Simmons / President

(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)

Mark J. Simmons

(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: Vulcan Development, Inc.

The above named corporation is the subject of dissolution and the effective date of a dissolution is: December 31, 2021

(date filed with the Dept. if date specified in the Articles of Dissolution)

Description of information that must be included in a claim:

1. name and current address of the claimant;
2. a clear and concise statement of the facts supporting the claim;
3. the date the claim was incurred; and
4. the amount of money or alternate relief demanded.

FILED  
2021 DEC 20 PM 4:19  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

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

Mark J. Simmons

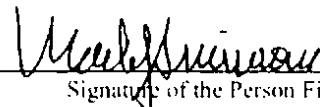
11 Walley Street, Unit 407

Boston, MA 02128

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.

Mark J. Simmons

Printed Name of the Person Filing



Signature of the Person Filing

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

**WRITTEN CONSENT IN LIEU OF  
MEETING OF SHAREHOLDERS OF  
VULCAN DEVELOPMENT, INC.**

Pursuant to Section 607.0704 and 607.1402 of the Florida Business Corporation Act and the Articles of Incorporation of Vulcan Development, Inc. dated as of January 1, 2016 (as amended from time to time, the “**Articles**”), the undersigned, being the holder of all of the issued and outstanding shares of common stock of Vulcan Development, Inc., a Florida corporation (the “**Company**”), hereby consents in writing to and does hereby adopt the following preamble and resolutions on behalf of the Company:

**WHEREAS**, the undersigned desires to approve and adopt the Plan of Complete Liquidation attached hereto as **Exhibit A** (the “**Plan**”).

**NOW, THEREFORE, BE IT RESOLVED**, that the Company elects voluntarily to wind up and dissolve by this Written Consent In Lieu of Meeting of Shareholders of Vulcan Development, Inc. (this “**Written Consent**”);

**FURTHER RESOLVED**, that the form, terms, and provisions of the Plan are hereby adopted and in all respects approved;

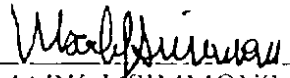
**FURTHER RESOLVED**, that Mark J. Simmons, as President of the Company, shall be, and hereby is, authorized and directed for and on behalf of the Company to file IRS Form 966 with the Internal Revenue Service, and with any other regulator as may be required by law, and to effectuate in accordance with applicable law, the Articles, the Plan and the liquidation and dissolution of the Company in accordance with the laws of the State of Florida;

**FURTHER RESOLVED**, that when the Company has been completely wound up, Mark J. Simmons, as President of the Company, shall be, and hereby is, authorized and directed for and on behalf of the Company to file Articles of Dissolution with the Secretary of State of the State of Florida pursuant to Section 607.1403 of the Florida Business Corporation Act, to pay any filing fee in connection therewith, and to take such other action and to pay such other expenses as may be necessary or proper to effectuate the Plan and the liquidation and dissolution of the Company and to otherwise carry out the purpose of the resolutions set forth above, such execution, delivery or action being conclusive evidence of Mark J. Simmons having deemed such execution, delivery or action to be necessary or advisable; and

**FURTHER RESOLVED**, that any actions previously taken by Mark J. Simmons in furtherance of the foregoing resolutions are hereby approved, ratified and confirmed, in all respects.

[SIGNATURE PAGE FOLLOWS.]

**IN WITNESS WHEREOF**, the undersigned, being the holder of all of the issued and outstanding shares of common stock of the Company, has executed this Written Consent effective as of the 10<sup>th</sup> day of December, 2021.

  
\_\_\_\_\_  
MARK J. SIMMONS

**EXHIBIT A**

**PLAN OF COMPLETE LIQUIDATION  
OF  
VULCAN DEVELOPMENT, INC.**

This Plan of Complete Liquidation (this "**Plan**") of Vulcan Development, Inc., a Florida corporation (the "**Company**"), is intended to accomplish the complete liquidation of the Company in conformity and accordance with the laws of the State of Florida and Section 331 of the Internal Revenue Code of 1986, as amended, and is as follows:

1. The Plan shall be and become effective upon the approval and adoption thereof by the execution, pursuant to 607.0704 of the Florida Business Corporation Act (the "**Act**"), of a written consent by a majority shareholders of the Company (the "**Shareholders**") to such effect.

2. The Company shall cease to carry on its business, and shall dissolve in accordance with subsection 607.1405 of the Act, except that prior to or after the filing of Articles of Dissolution with the Secretary of State of the State of Florida, pursuant to Section 607.1405 of the Act, the Company may carry on its business insofar as may be necessary for the winding up thereof, and the Company shall pay all franchise taxes due to or assessable by the State of Florida.

3. Pursuant to Section 607.1405 of the Act, to the extent there are sufficient assets to pay all valid claims and obligations, valid claims pursuant to a pending action, suit or proceeding, or which are unknown to the Company, they shall be paid, and if such assets are insufficient to pay all such claims, then they shall be paid according to their priority, and among claims of equal priority, ratably to the extent of assets legally available therefore; any remaining assets shall be distributed to the Shareholders of the Company.

4. The directors and/or officers of the Company shall proceed to collect its properties and assets, sell and convey such of its properties and assets as are not to be distributed in kind to its Shareholders, and to do all other acts required to liquidate, wind up and settle its business and affairs.

5. As soon as practicable following the adoption of the Plan by the Shareholders of the Company, the directors and/or officers of the Company are authorized to (i) pay or make adequate provision for any known debts and liabilities of the Company; and (ii) distribute in complete liquidation the remainder of its properties and assets, either in cash or in kind to its Shareholders (less any properties and assets retained to meet claims, including unascertained or contingent liabilities or expenses, and specifically set aside for that purpose) in complete cancellation or redemption of all outstanding shares of the Company.

6. Upon the completion of the actions referred to in Paragraph 5 above, the Company shall be formally dissolved in accordance with the laws of the State of Florida.

7. The directors and/or officers of the Company shall carry out and consummate the Plan, and shall have power to adopt all resolutions, execute all documents, file all papers and take all other action they deem necessary or desirable for the purpose of effecting the Company's complete liquidation and dissolution in accordance with this Plan.