

P93000006064

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Diss.

TBrown 4-7-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dissolution of Calusa Island Yacht Club Development Corp

**DOCUMENT NUMBER:** P93000006064

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

Please return all correspondence concerning this matter to the following:

Tara M. Dane

(Name of Contact Person)

Calusa Island Yacht Club Development Corp

(Firm/Company)

1300 Dolphin Road

(Address)

Naples, FL 34102

(City/State and Zip Code)

For further information concerning this matter, please call:

Tara Dane

(Name of Contact Person)

at ( 239 ) 793-4541

(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  
OF  
CALUSA ISLAND YACHT CLUB DEVELOPMENT CORP.**

**FILED**  
2011 APR -6 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of this Corporation is CALUSA ISLAND YACHT CLUB DEVELOPMENT CORP.
2. The Document Number of this Corporation is P93000006064.
3. Dissolution was authorized on April 1, 2011 and shall be effective as soon as these Articles are filed with the Florida Secretary of State.
4. The number of votes cast for dissolution was sufficient for approval.
5. Adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.
6. The Corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by the directors and shareholders of the Corporation.

Signed on the 1 day of April, 2011.

CALUSA ISLAND YACHT CLUB DEVELOPMENT CORP.

By:   
Kris A. Dane, Shareholder and Director

By:   
Tara M. Dane, Shareholder and Director

**CALUSA ISLAND YACHT CLUB DEVELOPMENT CORP.**

**ACTION OF SHAREHOLDERS IN LIEU OF SPECIAL MEETING**

The undersigned, being the shareholders of CALUSA ISLAND YACHT CLUB DEVELOPMENT CORP., a Florida corporation (the "Corporation"), hereby takes the following action and adopts the following resolutions without a meeting and by unanimous written consent pursuant to the Florida Business Corporation Act, to have the same force and effect as if taken and adopted at a special meeting of the shareholders of the Corporation:

WHEREAS, it is deemed advisable and in the best interests of the Corporation that it should be completely liquidated and dissolved; it is hereby

RESOLVED, that the Plan of Liquidation and Dissolution in the form attached hereto as Exhibit A is hereby approved and adopted in its entirety;

FURTHER RESOLVED, that any one of the officers of the Corporation is hereby authorized and directed, in the name of and on behalf of the Corporation to: (i) carry out the Plan of Liquidation and Dissolution, (ii) to execute Articles of Dissolution and file the same with the Office of the Florida Secretary of State, and (iii) take any and all other action as may be deemed necessary or advisable in order to completely liquidate and dissolve the Corporation;

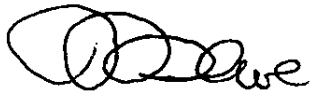
FURTHER RESOLVED, that any one of the officers of the Corporation is hereby authorized and directed to execute such additional documents and to take any and all other action as may be deemed necessary or advisable to fully implement the intent and purposes described in the foregoing resolutions;

FURTHER RESOLVED, that all prior actions taken by the officers, directors, agents or other representatives of the Corporation, in the name of and on behalf of the Corporation, in connection with the liquidation and dissolution of the Corporation are hereby expressly ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned has executed this consent to be filed as a part of the minutes of the Corporation as of the 1 day of April, 2011.

CALUSA ISLAND YACHT CLUB  
DEVELOPMENT CORP.

By:   
Kris A. Dane, Shareholder and Director

By:   
Tara M. Dane, Shareholder and Director

**EXHIBIT A**

**PLAN OF LIQUIDATION AND DISSOLUTION  
OF  
CALUSA ISLAND YACHT CLUB DEVELOPMENT CORP.**

The following is a Plan of Complete Liquidation and Dissolution of CALUSA ISLAND YACHT CLUB DEVELOPMENT CORP., a Florida corporation (the "Corporation"), which is to be carried out as soon as practicable, in accordance with the Florida Business Corporation Act.

1. The Corporation shall pay or make provision for the payment of all existing liabilities and obligations of the Corporation.
2. The officers of the Corporation shall liquidate all remaining assets of the Corporation which they deem necessary to facilitate the distribution of the assets to the shareholders, and the Corporation shall then distribute any remaining assets to the shareholders with the exception of a reasonable reserve to be retained by the Corporation for payment of any state or federal tax liabilities or other obligations resulting from the liquidation and dissolution.
3. Concurrent with the transfer of all of the Corporation's assets to the shareholders, the shareholders shall surrender to the Corporation their stock certificate or certificates evidencing all of the Corporation's issued and outstanding stock to the Corporation for cancellation.
4. The President or any other officer of the Corporation shall cause Articles of Dissolution to be filed with the Florida Secretary of State as soon as possible after adoption hereof.
5. The appropriate officers of the Corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by any federal, state or local law, ordinance, statute or rule in connection with or incidental to the liquidation and dissolution of the Corporation.