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(Requestor's Name)

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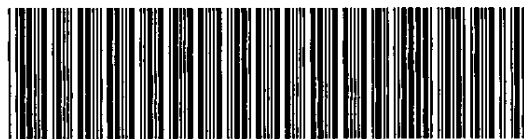
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
WASHINGTON, D.C.

3/23/17

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Grand Partners, Inc.

DOCUMENT NUMBER: P93000049728

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

Please return all correspondence concerning this matter to the following:

John W. Kozyak

(Name of Contact Person)

Kozyak Tropin & Throckmorton, LLP

(Firm/Company)

2525 Ponce de Leon Blvd., 9th Floor

(Address)

Miami, FL 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

John W. Kozyak

(Name of Contact Person)

305-372-1800

at (

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

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:
Grand Partners, Inc.

SECOND: The document number of the corporation (if known): P93000049728

THIRD: The date dissolution was authorized: 9/6/2011 per court order

Effective date of dissolution if applicable: Date of filing dissolution
(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)

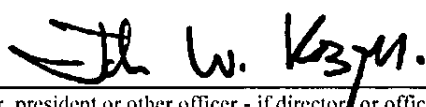
- ☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- ☐ Dissolution was approved by the shareholders through voting groups.

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

Pursuant to 9/6/2011 court order (attached)

(voting group)

Signature: 

(By a director, president or other officer - if director 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)

John W. Kozyak

(Typed or printed name of person signing)

Receiver

(Title of person signing)

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT
IN AND FOR MIAMI-DADE COUNTY, FLORIDA

PROBATE DIVISION

BRET BERLIN, as Personal
Representative of the Estate of
Jerome C. Berlin,

V.

Adv. Case. No. 04-4035 CP 03

ARLENE PECORA,
_____ /

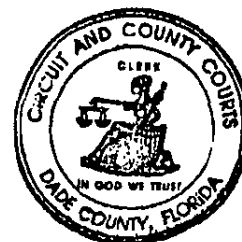
**ORDER GRANTING RECEIVER'S EMERGENCY MOTION FOR AUTHORIZATION
TO (1) SELL THE SIGNATURE GRAND, (2) DISTRIBUTE THE ASSETS OF THE
RECEIVERSHIP ESTATE, AND (3) DISSOLVE THE SIGNATURE ENTITIES**

THIS CAUSE having come before the Court on an emergency basis on September 6, 2011, upon Receiver's Motion for Authorization to (1) Sell the Signature Grand, (2) Distribute the Assets of the Receivership Estate, and (3) Dissolve the Signature Entities (the "Motion"). The Court considered the Motion, the arguments of counsel, the evidence presented, and the record before it. For the reasons stated on the record, which are incorporated herein by reference, the Court makes the following findings of fact and conclusions of law:

A. John W. Kozyak was appointed Receiver for the Signature Entities on February 4, 2009. The Receiver Order provides that Receiver is authorized, empowered, and directed to *inter alia* "operate, consolidate, merge, sell, abandon, or otherwise dispose of Receivership Assets." Moreover, Receiver's authority was expanded and clarified to be the Liquidating Receiver pursuant to this Court's order dated June 10, 2010.

B. The Signature Grand property and business (the "Signature Grand") has been experiencing revenue losses from catering operations. Moreover, due to the depressed local

A TRUE COPY
CERTIFICATION ON LAST PAGE
HARVEY RUVIN, CLERK



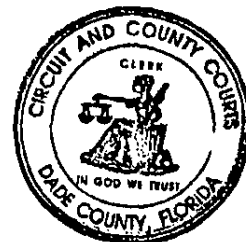
commercial real estate market, its value is not expected to increase and may decrease over the next 2-3 years.

C. Due to the age of the improvements on the Signature Grand, costly maintenance is likely to be required over the next few years so that the Signature Grand may continue operating as a catering facility.

D. The mortgage on the Signature Grand is in forbearance and will mature on November 18, 2011, unless extended for one more year.

E. Purchaser is an entity owned and controlled by Arlene Pecora. Receiver and Purchaser, through their professionals, have diligently and in good faith negotiated a purchase and sale agreement ("PSA") for the sale of the Signature Grand. The terms of the PSA are fair, reasonable, and favorable to those that would be offered by a third party purchaser. Moreover, the sale of the Signature Grand to Purchaser is in the best interests of the receivership estate because (1) Pecora has agreed to release the Signature Entities from all pending and future litigation upon the closing of the sale; (2) the sale to Purchaser can be consummated more quickly and with less opposition than a sale to a third party, which will save the receivership estate Receiver's and professional fees, as well as possible losses associated with the continued operation of the Signature Grand; and (3) the listing agreement with Transworld provides that it shall receive a flat broker fee of \$100,000 if the Signature Grand is sold to Pecora, which is significantly less than the 4% broker fee that would be payable to Transworld if the Signature Grand is marketed and sold to a third party.

F. Purchaser has provided satisfactory evidence of its willingness and financial ability to immediately close upon the sale of the Signature Grand.



G. Receiver has informed all of the limited partners of Signature Grand, Ltd. of the pending sale and has provided all of the ~~limited~~ partners of Signature Grand Ltd. with a copy of the Motion. The Court notes that the ~~limited~~ partners either support or do not object to (1) the sale of the Signature Grand to Purchaser upon the terms set forth in the PSA and (2) the relief requested in the Motion. *including the Estate of Jerome Berlin*

H. This Court has jurisdiction to hear the Motion and order the sale of the Signature Grand.

I. All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

Accordingly, it is ORDERED AND ADJUDGED as follows:

1. The Motion is **GRANTED**. The Court authorizes Receiver to:

a. Execute a purchase and sale agreement to sell the Signature Grand substantially in conformance with the PSA attached to the Motion (as corrected pursuant to the Notice of Filing Corrected Exhibit A to the Motion) on behalf of any or all of the Signature Entities.

b. Proceed with the sale of the Signature Grand to the Purchaser and to take all additional actions necessary for the consummation of the sale, including, without limitation, execute releases as contemplated by the PSA on behalf of the Signature Entities.

c. Distribute the Estate Assets as further set forth in the Motion after the closing of the sale of the Signature Grand.

d. Immediately distribute the amount of \$50,000 from the Deux Michel Funds to Pecora to be held in escrow by Transworld as a deposit for the purchase of the Signature Grand.

e. Immediately distribute the amount of \$50,000 from the Deux Michel Funds to the Estate of Jerome Berlin.




f. Withhold the Holdback Funds after the closing of the sale of the Signature Grand as further set forth in the Motion. Receiver will use reasonable efforts to allocate the post-closing expenses to the proper Signature Entity. Any unused portion of the Holdback Funds shall be distributed to the respective shareholders of the Signature Entities, in accordance with their respective interest, at the conclusion of the receivership estate or sooner, if Receiver believes it is safe to do so.

g. Dissolve the Signature Entities as further set forth in the Motion.

h. Take all additional actions necessary to consummate the actions contemplated in the Motion.

DONE AND ORDERED in Miami-Dade County, Florida, this 6th day of September, 2011.


HONORABLE MARIA M. KORVICK
CIRCUIT COURT JUDGE
MIAMI-DADE COUNTY

Copies Furnished to:
John W. Kozyak, Esq.

Judge Maria M. Korvick

STATE OF FLORIDA, COUNTY OF MIAMI-DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. SEP 6 2011
HARVEY RUVIN, CLERK of Circuit and County Courts
Deputy Clerk

CHERYL TOUSSAINT

