

P94000041985

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

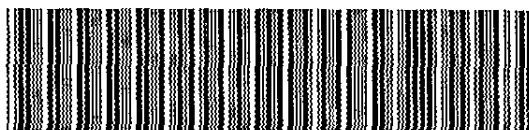
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FILED
04 FEB 25 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR - 3 2004

Dissolution

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Nacon Corporation

DOCUMENT NUMBER: P94000041985

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

Please return all correspondence concerning this matter to the following:

Melvin F. Frankel

(Name of Person)

% Blass & Frankel, PA

(Name of Firm/Company)

One Southeast Third Ave Suite 2130

(Address)

Miami, FL 33131

(City/State/and Zip Code)

For further information concerning this matter, please call:

Melvin Frankel

(Name of Person)

at (305) 377-9353

(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, Florida 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Law Offices
Blass & Frankel

PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS
sblass@blasfran.com

MELVIN F. FRANKEL
mfrankel@blasfran.com

SUITE 2130
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 377-9353
FACSIMILE • S.A. BLASS • (305) 372-3670
FACSIMILE • M.F. FRANKEL • (305) 371-6934

February 24, 2004
VIA FEDERAL EXPRESS

AMENDMENT SECTION
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

RE: NACON CORPORATION

Gentlemen:

Enclosed herewith please find Articles of Dissolution, with copy of Corporate Resolution, with regard to the above corporation, together with check in the amount of \$43.75 to cover the filing fee and certified copy.

We would appreciate your appropriately filing these Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

Melvin F. Frankel /ds

MELVIN F. FRANKEL

MFF:ds
Enclosures (as stated)

ARTICLES OF DISSOLUTION
OF
NACON CORPORATION

FILED
04 FEB 25 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is NACON CORPORATION.
2. The names and respective addresses of its directors are:

PATRICK MURPHY
ONE SOUTHEAST THIRD AVENUE
SUITE 2130
MIAMI, FLORIDA 33131

3. The names and respective addresses of its officers are:

PATRICK MURPHY - PRESIDENT
ONE SOUTHEAST THIRD AVENUE
SUITE 2130
MIAMI, FLORIDA 33131

CARLA JACKSON - VICE PRESIDENT / TREASURER
ONE SOUTHEAST THIRD AVENUE
SUITE 2130
MIAMI, FLORIDA 33131

YVONNE CALVERT - SECRETARY
ONE SOUTHEAST THIRD AVENUE
SUITE 2130
MIAMI, FLORIDA 33131

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interest and the shareholders have assumed responsibility for the payment of any and all obligations which arose during the existence of the corporation.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 15th day of January, 2004.

Dated this 16 day of JAN, 2004.

NACON CORPORATION

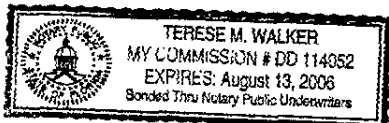
BY: Patrick Murphy
PATRICK MURPHY, President

ATTEST:

Yvonne Calvert
YVONNE CALVERT, Secretary

STATE OF FLORIDA :
COUNTY OF COLLIER :

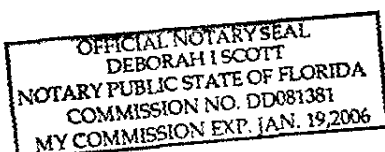
The foregoing instrument was acknowledged before me this 16 day of JAN, 2004,
by PATRICK MURPHY, ✓ who is personally known to me or ✓ produced
as identification.



Terese M. Walker
PRINT NAME: TERESE M. WALKER
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 8/13/06
Commission No: DD 114052

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 17th day of February, 2004,
by YVONNE CALVERT, ✓ who is personally known to me or ✓ produced
as identification.



Deborah I. Scott
PRINT NAME: Deborah I. Scott
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 1/19/06
Commission No: DD081381

PLAN OF LIQUIDATION,
RESOLUTION TO DISSOLVE, AND
CONSENT TO ACTION WITHOUT MEETING
OF
SHAREHOLDERS
OF
NACON CORPORATION.

The undersigned, IMM HOLDINGS LIMITED, an Antigua corporation, with its principal offices located at 11 Old Parham Road, Antigua, being the sole Shareholder of **NACON CORPORATION**, a corporation organized and existing under the laws of the State of Florida, (the "corporation"), as well as all of the officers and directors thereof, in compliance with 607.1402 Florida Statutes 2003, hereby consent to the adoption of the following Resolutions without a formal meeting of the Shareholders and/or Directors of the Corporation and the taking of any and all actions contemplated therein or thereby including but not limited to the ultimate filing of Articles of Dissolution pursuant to Section 607.1403 Florida Statutes 2003 without the necessity of further approval or consent for each of the undersigned in their capacity as a shareholder.

RESOLVED: That the undersigned, being the sole Shareholder of **NACON CORPORATION**, consents to the dissolution of the Corporation in accordance with the provisions of Sections 607.1402 Florida Statutes, 2003.

RESOLVED: That the following plan of liquidation in accordance with Section 331 of the Internal Revenue Code of 1986 as Amended, be, and it hereby is adopted:

1. The corporation, having entered into Contracts of Purchase and Sale for the two parcels of real property owned by the corporation in Naples, Florida, upon prices and terms already approved and ratified by the Shareholder, shall complete each transaction prior to liquidation of the corporation and after payment of all costs, expenses and/or liabilities associates with such transactions, shall implement this plan of liquidation.

2. The Corporation, by its duly authorized officers shall distribute to its shareholder all of its assets, subject to any liabilities, including assignment of its interest in any purchase money mortgages that it receives from Arkle Limited, and if possible, per prior contractual arrangements, have that Purchase Money Mortgage executed at time of sale of the Boat House to Arkle Limited, payable to the Shareholder as a promissory note qualifying for Portfolio Interest Exemption, or alternatively, obtain the consent and cooperation of Arkle Limited as Purchaser/Mortgagor, to execute a replacement and substitute promissory note which would qualify for the Portfolio Interest Exemption, payable directly to Arkle Limited, subject only to withholding a reasonable amount of cash to be retained for payment of federal and state taxes as determined in advance by the CPA for the Corporation, if any. Shareholder does herewith agree to assume responsibility for its share of the said unpaid liabilities and will surrender its stock for cancellation.

2. The Corporation shall file Articles of Dissolution with the Secretary of State.

3. Upon the adoption of this Plan of Liquidation, the officers shall cause to be filed with the Internal Revenue Service Center Form 966 together with a certified copy of this Consent to Action and any necessary schedules.

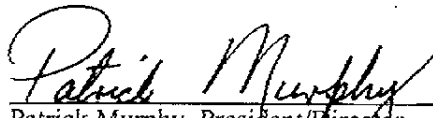
RESOLVED: That the proper officers of the Corporation are:

PATRICK MURPHY -	PRESIDENT/DIRECTOR
CARLA JACKSON -	VICE PRESIDENT-TREASURER
YVONNE CALVERT -	SECRETARY

and said officer is hereby authorized to approve and to take any and all actions, to do any and all things, to execute any and all documents, instruments and agreements and to effect any and all filings and recordings as the officer so approving, acting, doing, executing, filing or recording shall deem necessary or appropriate to carry out the intent of these Resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, intending this Consent to become effective as of the date this Consent is signed by the Stockholder affixing its hand and seal hereto or the date specified below whichever occurs the later.

Dated: January 14, 2004


Patrick Murphy, President/Director

Attest: 
Yvonne Calvert, Secretary

CONSENT OF SHAREHOLDER

As sole shareholder of NACON CORPORATION, the undersigned corporation, by and through its authorized officers, directors and/or manager does hereby ratify, confirm, approve and join in the above set forth Plan of Corporate Liquidation and directs and instructs the Officers and Director of the Corporation to proceed immediately with the implementation and execution of same according to its terms and conditions, specifically ratifying and confirming the sale of the 2750 Gordon Drive property for \$20,000,000.00 and the Boat House Property for \$425,000.00, both transactions being deemed for fair market value and in the best business interests of the Corporation.

IMM HOLIDNGS LIMITED, an Antigua corporation
As Sole Shareholder of Nacon Corporation

By: 
Donald Ward, Attorney in Fact

Dated January 15, 2004

SUMMARY OF STOCK LEDGER

TOTAL SHARES AUTHORIZED: SEVEN THOUSAND FIVE HUNDRED (7,500) \$1.00 PAR VALUE

TOTAL SHARES ISSUED AND OUTSTANDING: SEVEN THOUSAND FIVE HUNDRED (7,500)

<u>Stockholders at date of Adoption of Plan</u>	<u>No. of votes & No. of Shares</u>	<u>Certificate No.</u>
IMM HOLDINGS LIMITED an Antigua corporation	7,500	ONE
TOTAL SHARES:	<u>7,500</u> (—)	