

P94000089573

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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-13 DEC 30 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ass. w/notice

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Berliner Properties, Inc. corporate dissolution

DOCUMENT NUMBER: ???

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

Please return all correspondence concerning this matter to the following:

David Marek, President

(Name of Contact Person)

Berliner Properties, Inc.

(Firm/Company)

4036 Bell Grande Drive

(Address)

Valrico, Florida 33594-7005

(City/State and Zip Code)

For further information concerning this matter, please call:

Gerald O'Connor EA

(Name of Contact Person)

at (631) 589-8633

(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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SECRETARY OF STATE

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:

Berliner Properties, Inc.

SECOND: The document number of the corporation (if known): P94000089573

THIRD: The date dissolution was authorized: 11/30/13

Effective date of dissolution if applicable: 11/30/13

(no more than 90 days after dissolution file date)

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

all shareholders (2)

(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)

David Marek

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: _____

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:

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

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.

DAVID MAREK

Printed Name of the Person Filing



Signature of the Person Filing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Corporate Resolution

Resolved, that **Berliner Properties, Inc.** surrender its charter to the state of Florida and that it cease to be and exist as a corporation, and

Resolved further, that **David Marek**, the President of **Berliner Properties, Inc.** is hereby authorized and directed to file the necessary certificate of dissolution of this corporation with the secretary of the state of Florida, and

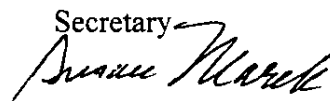
Resolved further, that the Board of Directors of this corporation is hereby authorized, empowered, and directed to do all things necessary and requisite to settle the affairs of the corporation, to collect the outstanding debts, to provide for the payment of the liabilities and obligations of the corporation, to distribute its assets, and to do all other things necessary to carry into effect the foregoing resolution.

I, **Susan Marek**, do hereby certify that I am the duly elected and qualified Secretary and keeper of the records and corporate seal of **Berliner Properties, Inc.** a corporation organized and existing under the laws of the State of Florida and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of directors thereof, convened and held in accordance with law and bylaws of said corporation is now in full force and effect.

In witness whereof, I have affixed my name as secretary and have caused the seal of said corporation to be hereunto affixed, this 30th day of November, 2013.

Seal

Secretary

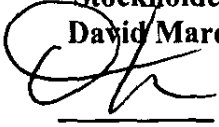


**Waiver of Notice of Joint Special
Meeting of Stockholders and Directors**

We the undersigned, being all the stockholders and all of the directors of

Berliner Properties, Inc.

Do hereby waive all notice of a joint special meeting of the stockholder and directors of said corporation, and do hereby agree and consent that the 30st day of November, 2013 at 12 noon in the afternoon be and the same is hereby fixed as the time, and the office of the corporation as the place holding the same, and that the purpose of said meeting be the adoption of a plan for the complete liquidation less any assets to be retained as are required to meet corporate claims, and for the transaction of such other business as may lawfully come before said meeting.

Stockholders
David Marek

Susan Marek

Directors
David Marek

Susan Marek





Minutes of Special Meeting of the
Stockholders of
Berliner Properties, Inc.

A special meeting of the stockholders of the **Berliner Properties, Inc.** was held in Hillsborough County on November 30th 2013 at 12 noon.

The following stockholders and directors were present:

<u>Stockholders</u>	<u>Directors</u>
David Marek	David Marek
Susan Marek	Susan Marek


David Marek, the President of the corporation, acted as Chairman of the meeting. **Susan Marek**, the Treasurer of the corporation, acted as Secretary of the meeting.

A written waiver of notice of this meeting, signed by all of the stockholders and directors, was then presented and read by the Secretary and was ordered attached to these minutes.

The Chairman then announced that the purposes of this meeting were to discuss and act upon a proposal to liquidate and dissolve the corporation. The stockholders expressed their desire to liquidate and distribute the assets of the corporation to the stockholders.

After a full discussion by the stockholders and directors of the corporation, the attached corporate resolution was unanimously adopted.

There being no further business before the meeting, the meeting adjourned. Dated November 30, 2013.


Susan Marek
Secretary


Attest:
David Marek
President