

P98000063058

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

4

Office Use Only



800008580948

11/04/02--01040--022 **35.00

FILED

02 NOV -4 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN NOV - 8 2002

KEATING & SCHLITT, P.A.

Attorneys and Counselors at Law

JOHN KINGMAN KEATING
jkk@keatlaw.com
KENNETH L. SCHLITT
kschlitt@keatlaw.com

749 NORTH GARLAND AVENUE, SUITE 101
ORLANDO, FLORIDA 32801

TELEPHONE: 407.425.2907
FACSIMILE: 407.843.8964

REAL PROPERTY
BUSINESS LAW

October 31, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Filing Articles of Dissolution of The Apartment Group, Inc.

Dear Sir or Madam:

I am enclosing herewith the original Articles of Dissolution of The Apartment Group, Inc., together with my Firm check number 3292 in the amount of \$35.00 in payment of the required filing fee.

Should you have any questions concerning the foregoing, please contact me immediately.

Very truly yours,


John Kingman Keating

JKK/enn
Enclosures

**ARTICLES OF DISSOLUTION
OF
THE APARTMENT GROUP, INC.**

FILED
02 NOV -4 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the duly elected President and Secretary respectively of The Apartment Group, Inc. (the "Corporation"), for the purpose of dissolving the Corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Dissolution, and do hereby agree and certify as follows:

1. That the name of the Corporation is The Apartment Group, Inc.
2. That the voluntary dissolution of the Corporation was authorized by the Written Action and Consent of the Shareholders of the Corporation.
3. That the number of common stock Shareholders executing the foregoing Written Action and Consent was sufficient for approval of the action.
4. That a photocopy of the Written Action and Consent of the Shareholders to Voluntarily Dissolve the Corporation is attached hereto as Exhibit "A" and made a part hereof.

DATED this 22nd day of October, 2002.

THE APARTMENT GROUP, INC.

By: _____

Cole Whitaker

As its President

ATTEST: _____

By: _____

Cole Whitaker

As its Secretary

(Corporate Seal)

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this Certificate on the date set forth below, Cole Whitaker, as the President and Secretary of The Apartment Group, Inc. personally appeared before me and ☐ has executed **OR** ☐ has acknowledged his previous execution of the foregoing Articles of Dissolution. **I HEREBY FURTHER CERTIFY**, that Cole Whitaker, is the same person either executing or acknowledging execution of the foregoing instrument because: ☐ I personally know him/her/them **OR** ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: _____ **WITNESS** my hand and official seal in the State and County aforesaid this 22nd day of October, 2002.

Notary Public Signature _____

(PLACE NOTARY SEAL IMMEDIATELY BELOW)



Exhibit "A"

**WRITTEN ACTION AND CONSENT OF
THE SHAREHOLDERS OF
THE APARTMENT GROUP, INC.
TO VOLUNTARILY DISSOLVE THE CORPORATION**

THE UNDERSIGNED, being and constituting all of the Shareholders of The Apartment Group, Inc. (the "Corporation"), pursuant to Sections 607.0704 and 607.1402, Florida Statutes, do hereby consent to the voluntary dissolution of the Corporation in lieu of holding a meeting of the Shareholders regarding the same:

1. That all of the Shareholders of the Corporation do hereby authorize and consent to the voluntary dissolution of the Corporation pursuant to the provisions of the Florida Business Corporation Act in accordance with the Plan of Dissolution attached hereto as Exhibit "A".

2. That the officers of this Corporation and each and all of them are hereby authorized, empowered and directed to execute and deliver for filing with the Florida Department of State the Articles of Dissolution of the Corporation and any and all other documents which such officers in their sole discretion shall deem necessary and which may be requested or required by the Florida Department of State in connection with said voluntary dissolution.

IN WITNESS WHEREOF, the undersigned Shareholders have executed this Written Action and Consent to Dissolve the Corporation to be executed as of the date set forth adjacent to their signatures below.

SHAREHOLDERS



Cole Whitaker, Shareholder

Date Executed: October 22, 2002

Exhibit "A"

| |
|---|
| <p>PLAN OF DISSOLUTION</p> <p>OF</p> <p>THE APARTMENT GROUP, INC.</p> |
|---|

THIS PLAN OF DISSOLUTION is made by the The Apartment Group, Inc. (the "Corporation").

1. Approval of Plan. This plan shall become effective on approval by the shareholders of the Corporation, either by unanimous written consent, in compliance with Sections 607.0704 and 607.1402(6) of the Florida Business Corporation Act, or by affirmative vote of the holders of at least a majority of the outstanding shares of the Corporation, in compliance with Section 607.1402(5) of the Florida Business Corporation Act.

2. Collection of Assets and Payment of Obligations. After approval and adoption of the plan by the shareholders, the Corporation shall proceed to collect its assets and sell, exchange, convey, or otherwise dispose of or reduce to cash all of its assets, except such assets as may be distributed in kind to the shareholders in pro rata distributions, and to pay, satisfy, and discharge or make provision for payment, satisfaction, and discharge of its liabilities and obligations including unascertained or contingent liabilities and obligations. Such sale, exchange, conveyance, or other disposition of the assets of the Corporation shall be completed as quickly as possible after the approval and adoption of the plan by the shareholders, and in any event by October 25, 2002.

3. Distribution of Assets. As soon as practicable, and in any event by October 25, 2002, the Corporation shall:

(a) make one or more pro rata distributions to shareholders, in cash or in kind, of assets of the Corporation legally available for distribution as liquidating dividends;

(b) withdraw from the jurisdictions in which it is legally qualified to do business; and

(c) dissolve and file formal Articles of Dissolution in compliance with the provisions of the Florida Business Corporation Act.

4. Distribution of All Assets by October 25, 2002; Contingent Liabilities. By October 25, 2002, the Corporation shall distribute all of its assets other than such assets as are retained to pay claims, including unascertained or contingent liabilities or expenses, in complete cancellation and redemption of all outstanding stock of the Corporation. Any reserve retained to meet claims shall be specifically set aside for such purpose and shall be reasonable in relation to the items involved. Any balance remaining in such reserve after the payment of such claims shall be distributed pro rata to the shareholders of the Corporation.

5. Authorization of Necessary Actions. The directors and officers of the Corporation shall have the power to adopt all resolutions, to execute and file all documents and to take all other action they may deem necessary or appropriate for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business and assets.

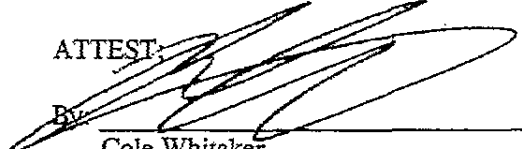
IN WITNESS WHEREOF, this Plan of Dissolution has been executed this 22nd day of October, 2002.

THE APARTMENT GROUP, INC.

By: 

Cole Whitaker

As its President

ATTEST: 

By: 

Cole Whitaker

As its Secretary

(Corporate Seal)