

P99000030595

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

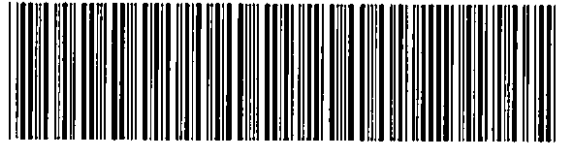
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

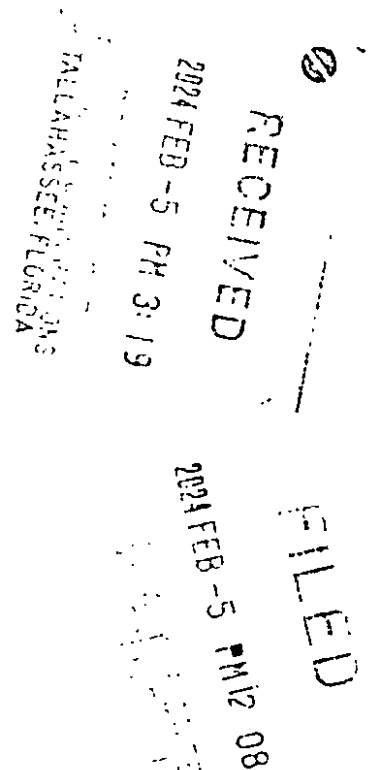
Special Instructions to Filing Officer:

Office Use Only



200422601562

Vol diss of inactive corp



A. RAMSEY
FEB 6. 2024



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: 61592

To: Department Of State, Division Of Corporations
From: Alexxis Weiland-Sorenson
Ext: 61592
Date: 02/05/24
Order #: 1414233-1
Re: ML East Acquisition Subsidiary, Inc.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Application for Dissolution/Cancellation/Termination

Amount to be deducted from our State Account: \$35.00 - FL State Account Number:
120000000195

AUTH:

A handwritten signature in black ink, appearing to read 'Alexxis Weiland-Sorenson', written over a horizontal line.

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ML East Acquisition Subsidiary, Inc.

DOCUMENT NUMBER: P99000030595

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

Please return all correspondence concerning this matter to the following:

Kayla Dailey

(Name of Contact Person)

MeridianLink, Inc.

(Firm/Company)

3560 Hyland Ave., Ste. 200

(Address)

Costa Mesa, CA 92626

(City/State and Zip Code)

For further information concerning this matter, please call:

Kayla Dailey

at (714) 462-1662

(Name of Contact Person)

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

2024 FEB -5 PM 12 08

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:
ML East Acquisition Subsidiary, Inc.

SECOND: The document number of the corporation (if known): P99000030595

THIRD: The date dissolution was authorized: January 30, 2024

Effective date of dissolution if applicable: (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: Dissolution was approved by the shareholders, in the manner required by this chapter and the articles of incorporation.

Signature: Sean Blitchok
(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)

Sean Blitchok
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

Filing Fee: \$35

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: ML East Acquisition Subsidiary, Inc.

The above named corporation is the subject of dissolution and the effective date of a dissolution is: _____

(date filed with the Dept. if date specified in the Articles of Dissolution)

Description of information that must be included in a claim:

Date of Occurrence. Parties involved. Description of issue. Evidence of legal recourse. Amount of claim

Name of Authorized Parties filing claim, Name of business filing the claim

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

MeridianLink, Inc., C/O Legal

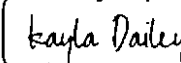
3560 Hyland Ave., Ste. 200

Costa Mesa, CA 92626

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.

Kayla Dailey

Printed Name of the Person Filing

DocuSigned by:

CS7D79CAC7C3418

Signature of the Person Filing

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

**UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF
ML EAST ACQUISITION SUBSIDIARY, INC.**

The undersigned, being the sole shareholder (the "**Shareholder**") of ML East Acquisition Subsidiary, Inc., a Florida corporation (the "**Corporation**"), acting by written consent without a meeting pursuant to Sections 607.0704 and 607.1402 of the Florida Business Corporation Act (the "**FBCA**"), adopts the following resolutions to dissolve the Corporation and directs that this Unanimous Written Consent be filed with the minutes of the Shareholders of the Corporation.

WHEREAS, the FBCA requires that the Shareholders approve the dissolution by the written consent of the Shareholders holding at least a majority of all of the votes entitled to be cast on the proposal; and

WHEREAS, the undersigned Shareholders deem it advisable and in the best interests of the Corporation that the Corporation be dissolved.

NOW THEREFORE LET IT BE:

RESOLVED, that the undersigned Shareholder authorizes the dissolution of the Corporation.

RESOLVED, that the officers of the Corporation (the "**Officers**") are authorized and directed to wind up the Corporation for dissolution as the Directors may determine including, but not limited to, preparing articles of dissolution pursuant to and in conformity with the FBCA, and to cause such articles of dissolution to be filed with the Florida Department of State, Division of Corporations, and to do all other things necessary, appropriate, or desirable to effectuate the dissolution and winding up of the Corporation and to take such steps as may be necessary or convenient to carry these resolutions into effect.

RESOLVED, that the Directors and Officers of the Corporation are authorized and directed to perform such other acts and execute any and all forms, reports, and returns required by any federal, state, or local government in connection with or by reason of the dissolution and winding up of the Corporation including any Internal Revenue Service Forms and any and all other forms, reports, and returns as are deemed necessary on behalf of the Corporation and according to the Directors' determination throughout the winding up.

The undersigned directs that an executed copy of this Unanimous Written Consent shall be filed with the minutes of the proceedings of the Shareholder of the Corporation.

The undersigned has duly executed this Unanimous Written Consent as of January 30, 2024.

Dated: 1/30/2024

DocuSigned by:
Sean Blitchok
OF51D1666B104FD...
ML California Sub, Inc.

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS OF
ML East Acquisition Subsidiary, Inc.**

The undersigned, being all of the directors of ML East Acquisition Subsidiary, Inc., a Florida corporation (the "**Corporation**"), acting by written consent without a meeting pursuant to Section 607.0821 of the Florida Business Corporation Act, do hereby consent to the adoption of the following resolutions and direct that this Unanimous Written Consent ("**Consent**");

WHEREAS, The Company's sole shareholder, ML California Subsidiary, Inc., intends to execute the complete liquidation and dissolution of ML East Acquisition Subsidiary, Inc., and approving the Plan of Complete Liquidation and Dissolution (the "**Plan**").

NOW THEREFORE, it is hereby:

RESOLVED, the liquidation and dissolution of the Company and the Plan attached hereto as **Exhibit A** is hereby approved:

RESOLVED, that the President and Treasurer & Chief Financial Officer of the Corporation (together, the "**Authorized Officers**") be, and each of them individually hereby is, authorized and empowered to do and perform or cause to be done and performed all such acts, deeds, and things, and to make, execute and deliver, or cause to be made, executed, and delivered, all such agreements, undertakings, documents, instruments, or certificates in the name of the Corporation and to retain such counsel, agents, and advisors and to incur and pay such expenses, fees, and taxes as shall, in the opinion of the Authorized Officers executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and intent of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Authorized Officers relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved, and ratified in all respects as the act and deed of the Corporation.

RESOLVED, This Consent may be signed in two or more counterparts, either manually, by facsimile, or by electronic signature, each of which shall be deemed an original, and all of which shall be deemed one instrument.

The undersigned direct that an executed copy of this Consent, including multiple counterparts, shall be filed with the minutes of the proceedings of the Board of Directors.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned directors have duly executed this Consent as of January 30, 2024.

DocuSigned by:

Nicolaas Vlok

8DD2704C66E14E5

Nicolaas Vlok

DocuSigned by:

Sean Blitchok

BF51D1E66D194FD

Sean Blitchok

Exhibit A

PLAN OF DISSOLUTION OF ML East Acquisition Subsidiary, Inc.

This Plan of Dissolution (this "**Plan**"), dated as of January 30, 2024 (the "**Plan Date**"), is intended to accomplish the dissolution and winding up of ML East Acquisition Subsidiary, Inc., a Florida corporation (the "**Corporation**"), in accordance with the Florida Business Corporation Act (the "**FBCA**").

1. **Approval and Adoption of Plan.** The Directors of the sole shareholder, ML California Subsidiary, Inc. ("**Shareholder**") of the Corporation took action by unanimous written consent in lieu of a meeting on January 30, 2024 (the "**Adoption Date**"), and adopted the Plan for winding up and dissolving the Corporation including liquidating and distributing its assets on January 30, 2024.
2. **General Authorization.** The Directors are authorized, as of the Adoption Date, without further action by Shareholders, to do and perform or cause the officers of the Corporation (the "**Officers**"), subject to approval of the Directors, to do and perform any and all acts, and to make, execute, deliver, or adopt any and all agreements, resolutions, conveyances, certificates, and other documents of every kind that are deemed necessary, appropriate, or desirable, in the absolute discretion of the Directors, to implement the winding up of the business and affairs of the Corporation according to this Plan, including, but not limited to:
 - a. Collecting all assets.
 - b. Selling any, all, or substantially all of the assets of the Corporation.
 - c. Paying all expenses incurred in connection with the implementation of this Plan including, but not limited to, any consulting, professional, and other fees and expenses of persons or entities providing services to the Corporation.
 - d. Satisfying, settling, or rejecting all liabilities, debts, or obligations of the Corporation, whether by payment or by making adequate provisions for payments.
 - e. Prosecuting and defending actions or proceedings by or against the Corporation.
 - f. Distributing assets of the Corporation to the Shareholders to the fullest extent permitted by the FBCA.
 - g. Filing all final tax returns or other forms, making final payments, and closing any tax accounts or other obligations required by any state or federal law or regulation to effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing Internal Revenue Service ("**IRS**") Form 966 with the IRS and the articles of dissolution with the Florida Department of State, Division of Corporations ("**DOC**").
3. **Indemnification.** The Corporation shall continue to indemnify its Officers, Directors, and employees in accordance with the FBCA, its articles of incorporation, bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and

omissions in connection with the Corporation's dissolution, implementation of this Plan and the winding up of the business and affairs of the Corporation.

4. Filing of Tax Forms. The Corporation shall file final returns, pay final obligations, and close all tax accounts as listed below. The Corporation shall file:

a. IRS Form 966 with the IRS not later than 30 days following the Adoption Date. If the Corporation amends this Plan, it shall file an additional Form 966 within 30 days of the amendment.

b. A final federal income tax return with the IRS. As a subsidiary corporation of a U.S. consolidated return group, the federal income tax return for this subsidiary corporation must be included in the consolidated U.S. return. Therefore, the final tax return for this subsidiary will align with the filing period of the group's consolidated return with the IRS

cc. Other tax filings, with the IRS, the State of Florida, or any other state in which the Corporation transacts business such as sales tax, payroll tax, workers' compensation, unemployment, or franchise tax.

5. Articles of Dissolution and Effective Date. On or after the Adoption Date, the Corporation shall prepare and file articles of dissolution with the DOC in accordance with the FBCA. The Corporation shall be dissolved on the date the articles of dissolution are accepted by the DOC unless the articles of dissolution specify a later effective date in accordance with the FBCA (the "Effective Date").

6. Cessation of Business Activities. The Corporation shall cease carrying on its business after the Effective Date except as necessary to wind up its business and affairs, including retaining such employees and consultants as necessary or desirable to carry out these activities.

7. Known Claims Notice and Settlement. The Corporation has elected not to incur the costs and obligations that are required to follow the accelerated claims procedures under Section 1406 of the FBCA for known claims.

8. No Other Claims Notice. The Corporation has elected not to incur the costs and obligations necessary to employ the optional notice procedures under Section 1407 of the FBCA for other claims.

9. No Security for Contingent Claims. The Corporation has elected not to incur the costs and obligations necessary to file an application with a circuit court for a determination of any security that the Corporation would otherwise provide for the payment of claims that are either:

a. Contingent.

b. Unknown to the Corporation.

c. Based on an event occurring after the Effective Date but that, based on the facts known to the Corporation, are reasonably estimated to arise after the Effective Date.

10. Plan of Distribution.

a. On and after the Effective Date, the Corporation shall liquidate the Corporation's assets in accordance with the terms of this Plan and the FBCA. This action by and on behalf of the Corporation does not require further approval by the Shareholders and may include efforts such as:

- i. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Director, a Shareholder, or an employee.
 - ii. Selling any, all, or substantially all of the Corporation's assets.
 - iii. Disposing of any property of the Corporation not to be distributed in kind to the Shareholders.
- b. On and after the Effective Date, the Corporation shall make adequate provision, by payment or otherwise, for the Corporation's known claims as provided by Section 7 of this Plan.
- c. Subject to the foregoing, the Corporation has discretion in determining the manner and timing in which the distributions are to be completed. Distributions pursuant to this Plan or any other requirements of the FBCA may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines.