

540910
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February 1, 2001

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COURT MEDIATOR
° ALSO LICENSED IN
CONNECTICUT
°° ALSO LICENSED IN
ALABAMA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100003633141⁷⁴⁻⁶⁷-0
-02/05/01--01090--019
*****35.00 *****35.00

Re: Dissolution of SURF CLUB DEVELOPMENT CORPORATION

Dear Sir or Madam:

Enclosed are the original and duplicate of the Articles of Dissolution for SURF CLUB DEVELOPMENT CORPORATION, together with a check in the amount of \$35.00, payable to the Secretary of State, to cover the filing fee for the above-referenced dissolution.

Please file the original Articles of Dissolution and return a stamped copy to the undersigned in the self-addressed, postage prepaid envelope which I have enclosed.

If you have any questions or require any additional information, please do not hesitate to contact me at the number listed above. As always, thank you for your cooperation and assistance.

Very truly yours,

John M. Compton
John M. Compton

JMC:dfe\H:\APPS\wp80\76\67\SURF CLUB\Dept of State L1.frm

Enclosures

cc: Mr. Daniel C. Solaz

V/ds
FEB 27 2001

FILED
01 FEB 26 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.

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February 22, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Surf Club Development Corporation

To Whom It May Concern:

Enclosed please find your correspondence along with the required documentation. Please confirmation that this corporation has been dissolved at your earliest convenience.

If you should have any questions, please do not hesitate to contact me.

Yours very truly,

**NORTON, GURLEY, HAMMERSLEY
& LOPEZ, P.A.**

By: 

Sam D. Norton

E-Mail Address: snorton@nghl.com

SDN/pm
enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 2001

JOHN M. COMPTON, ESQ.
NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.
1819 MAIN STREET, SUITE 610
SARASOTA, FL 34236

SUBJECT: SURF CLUB DEVELOPMENT CORPORATION
Ref. Number: S40910

We have received your document for SURF CLUB DEVELOPMENT CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The copy of the written consent by the shareholder was not attached to the dissolution:

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 901A00007801

RECEIVED
01 FEB 26 PM 12:06
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
SURF CLUB DEVELOPMENT CORPORATION,
a Florida corporation

FILED
01 FEB 26 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Surf Club Development Corporation.

2. The date dissolution was authorized was December 29, 2000.

3. The dissolution was approved by the sole shareholder and the number cast for dissolution was sufficient for approval.

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

5. All the remaining property and assets of the corporation, if any, have been distributed to the sole shareholder.

6. 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 written consent of the sole shareholder and sole director to dissolve is attached. This written consent has been signed by the sole shareholder and sole director of the corporation.

DATED: December 29, 2000.

SURF CLUB DEVELOPMENT CORPORATION

By: 

Robert E. Bridges

As its: President and Secretary

**ACTION BY WRITTEN CONSENT OF SOLE SHAREHOLDER
AND SOLE DIRECTOR IN LIEU OF SPECIAL MEETING
OF
SURF CLUB DEVELOPMENT CORPORATION**

THE UNDERSIGNED, being the sole shareholder and the sole director of the above named corporation, a Florida corporation, do hereby consent in writing to the adoption of the following resolutions, taking the action in lieu of a special meeting of the corporation as permitted by Sections 607.0821 and 607.0704 of the Florida Statutes.

RESOLVED AS FOLLOWS:

1. That the Plan of Complete Liquidation and Dissolution, hereinafter referred to as the "Plan", for the purpose of effecting the complete liquidation and dissolution of the corporation in accordance with Sections 331 and 336 of the Internal Revenue Code and Section 607 of the Florida Statutes, is hereby ratified and affirmed.

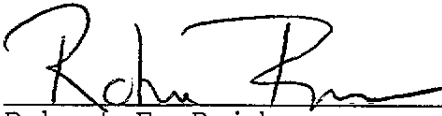
2. That following the adoption of the Plan, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up of its business and affairs, and distribution of its assets in accordance with the Plan.

3. That the Officers shall set aside a reserve fund in an amount estimated by the accountants of the corporation to be sufficient to pay all unpaid income taxes and state taxes, and accounting expenses and legal expenses in connection therewith. Any amount remaining in the reserve fund after the payment of such taxes and expenses shall be distributed to the sole Shareholder.

4. That the sole Director and Officers shall, within thirty (30) days of the adoption of the Plan, execute and file Treasury Department Form 966, and in due time, all other returns, documents and information required to be filed by reason of the complete liquidation of the corporation. The effective date of the dissolution shall be the date of filing of the Articles of Dissolution with the Secretary of State.

5. That the sole Director and the Officers of the corporation shall carry out and consummate the Plan, and shall have the power to adopt all resolutions, execute all documents and file all papers, and take all other action they deem necessary or desirable for the purposes of effecting the dissolution of the corporation and the complete liquidation of its business and affairs.

SURF CLUB DEVELOPMENT CORPORATION

By: 
Robert E. Bridges
As its: President & Secretary

BLM PROPERTIES, A FLORIDA GENERAL PARTNERSHIP

By: 
Robert E. Bridges
As its: Partner

"Sole Shareholder"


Robert E. Bridges, Sole Director