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REAL PROPERTY
BUSINESS LAW

December 22, 1998

VIA FEDERAL EXPRESS

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

100002723791--5
-12/28/98--01124--001
*****70.00 *****35.00

RE: Articles of Dissolution of Saint Augustine Shores Country Club, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution of Saint Augustine Shores Country Club, Inc. together with our firm's check number 6626 in the amount of \$70 to cover the cost of filing the referenced Articles of Dissolution.

If you should have any questions or concerns regarding this matter, please do not hesitate to call me. Thank you.

Very truly yours,


John Kingman Keating

JKK/dmw

VS JAN 8 1999

Uoldis

VS JAN -8 1999

ARTICLES OF DISSOLUTION
OF
SAINT AUGUSTINE SHORES COUNTRY CLUB, INC.

FILED
98 DEC 28 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the duly elected President and Secretary respectively of Saint Augustine Shores Country Club, 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 Saint Augustine Shores Country Club, 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 31 day of August, 1998.

Saint Augustine Shores Country Club, Inc.,
a Florida corporation

By: [Signature]
John E. Kettle
As its President

ATTEST: [Signature]
By: [Signature]
Maria K. Floyd
As its Secretary (Corporate Seal)

STATE OF FLORIDA
COUNTY OF Palm Beach

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, John E. Kettle, as President of Saint Augustine Shores Country Club, Inc., personally appeared before me and ☒ has executed OR ☐ has acknowledged his previous execution of the foregoing Articles of Dissolution. The oath of John E. Kettle ☐ was OR ☐ was not taken. I HEREBY FURTHER CERTIFY, that John E. Kettle, as the person making the foregoing acknowledgment, is the same person either executing or acknowledging

execution of the foregoing instrument and described therein because:

☒ I personally know him/her,

OR

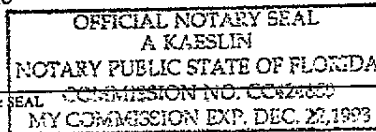
☐ I have satisfactory evidence of same based upon:

☐ Florida driver's license or identification card issued by the Department of Highway Safety and Motor Vehicles

☐ Other: _____

WITNESS my hand and official seal in the State and County aforesaid this 22 day of August, 1998.


Notary Public



STATE OF FLORIDA
COUNTY OF Polk

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, Maria K. Floyd, as the Secretary of Saint Augustine Shores Country Club, Inc., personally appeared before me and ☒ has executed OR ☐ has acknowledged her previous execution of the foregoing Articles of Dissolution. The oath of Maria K. Floyd ☐ was OR ☐ was not taken. I HEREBY FURTHER CERTIFY, that Maria K. Floyd, as the person making the foregoing acknowledgment, is the same person either executing or acknowledging execution of the foregoing instrument and described therein because:

☒ I personally know him/her,

OR

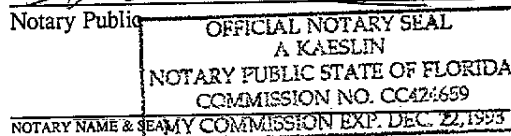
☐ I have satisfactory evidence of same based upon:

☐ Florida driver's license or identification card issued by the Department of Highway Safety and Motor Vehicles

☐ Other: _____

WITNESS my hand and official seal in the State and County aforesaid this 31 day of August, 1998.


Notary Public



**WRITTEN ACTION AND CONSENT OF
THE SHAREHOLDERS OF
SAINT AUGUSTINE SHORES COUNTRY CLUB, INC.
TO VOLUNTARILY DISSOLVE THE CORPORATION**

THE UNDERSIGNED, being and constituting all of the Shareholders of Saint Augustine Shores Country Club, 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



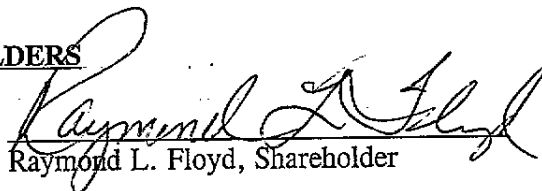
John E. Kettle, Shareholder

Date Executed: 8-22-98



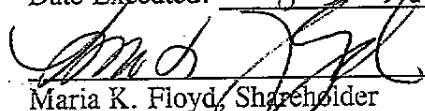
Anne Randall Kettle, Shareholder

Date Executed: 8-22-98



Raymond L. Floyd, Shareholder

Date Executed: 8-31-98



Maria K. Floyd, Shareholder

Date Executed: 8-31-98

EXHIBIT "A" - PLAN OF DISSOLUTION

PLAN OF DISSOLUTION
OF
SAINT AUGUSTINE SHORES COUNTRY CLUB,
INC.

THIS PLAN OF DISSOLUTION is made by the Saint Augustine Shores Country Club, Inc., a Florida corporation (the "Corporation")

EXHIBIT

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 December 31, 1998.

3. Distribution of Assets. As soon as practicable, and in any event by December 31, 1998, 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 December 31, 1998; Contingent Liabilities. By December 31, 1998, 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 21 day of August, 1998.

SAINT AUGUSTINE SHORES COUNTRY
CLUB, INC., a Florida corporation

By: 

John E. Kettle
As its President

EXHIBIT

ATTEST: 

By: 

Maria K. Floyd
As its Secretary

(Corporate Seal)