

MAY 25 2016

FILE NO. L-08987648

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARTICLES OF DISSOLUTION

Read the Instructions C022i

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:

DEER PASS RANCH LLC

2. **A.C.C. FILE NUMBER:** L-08987648

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **DATE OF INCORPORATION:** 12-28-1999

4. **DATE ON WHICH DISSOLUTION WAS AUTHORIZED:** 5-16-2016

5. **TAX CLEARANCE CERTIFICATE (Certificate of Compliance)** – check only one box (see Instructions C022i for more information):

5.1 ☐ This dissolution WILL require a Certificate of Compliance from the Arizona Department of Revenue because either the for-profit corporation has commenced business or issued shares, or the nonprofit corporation has commenced activities, has members, or has members entitled to vote on dissolution. (Note - signature must be by officer or Chairman of the Board.) If you check 5.1, continue with number 6 or number 7.

5.2 ☒ This dissolution WILL NOT require a Certificate of Compliance from the Arizona Department of Revenue because either the for-profit corporation has not commenced business or has not issued shares, or the nonprofit corporation has not commenced activities, does not have members, or does not have members entitled to vote on dissolution. (Note - signature must be by initial director, nonprofit director, or incorporator.) If you check 5.2, skip numbers 6 and 7 and go to number 8 or number 9.

6. **FOR-PROFIT CORPORATIONS THAT CHECKED NUMBER 5.1** – check the appropriate box concerning approval of the dissolution and follow instructions (see the Instructions C022i for information about voting groups):

- ☐ Approved by incorporators or board of directors without shareholder action, and shareholder approval was not required or no shares have been issued– go to Signature section.
- ☐ Approved by shareholders but not voting groups – complete number 6.1, then go to Signature section.
- ☐ Approved by shareholders and voting groups – complete numbers 6.1 and 6.2, then go to Signature section.
- ☐ Approved by voting group(s) only – complete number 6.2 then go to Signature section.

6.1 Shareholder approval (all blanks must be filled in):

Total votes entitled to be cast	Votes in favor that were sufficient for approval of dissolution	Votes against dissolution

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Special Handling

(Termination/Dissolution/Withdrawals/Name Registration/Cancellation)

PLEASE PROCESS:

- ☐ Mod Insufficient /Inactive mod account
- ☐ Mod fees do not balance on the cover sheet
- ☐ Unacceptable check(s)
- ☒ Fee(s) & check(s) or mod does not balance
- ☐ R/fee was not attached only \$35.00 to expedite
- ☐ Fee was not submitted
- ☐ Articles already approved
- ☐ Duplicate Payment
- ☐ Bad quality doc/ lines to dark to light/doc size
- ☐ No coversheet
- ☐ Company is still pending
- ☒ Wrong Form used
- ☐ No money Expedite

☒ Other: Hideaway Restaurant LLC, Deer Pass Ranch LLC

Jerome Centre LLC

Doc#: 05514732 File#: L-09957981 Ips Initial LN12
05514723 L-08987648
05514734 L-0969706-4

Date: 05/27/16 Check # 50825914 \$ 7500

6.2 Voting Groups – complete each blank below *for each voting group*. Review the Instructions C022i for information about voting groups. If more space is needed, check this box ☐ and complete and attach the Voting Attachment form C089.

Voting Group (class / series)	Total votes in voting group	Indisputable votes at meeting	Votes in favor that were sufficient for approval of dissolution	Votes against dissolution

7. NONPROFIT CORPORATIONS THAT CHECKED NUMBER 5.1:

The nonprofit corporation certifies under penalty of perjury by the signature appearing below that the dissolution was duly authorized by an act of the members or an act of the board of directors, and, if applicable, with the written approval of any other person required by the Articles of Incorporation.

NUMBERS 8 through 9 APPLY ONLY TO CORPORATIONS THAT CHECKED NUMBER 5.2 ABOVE.

8. The FOR-PROFIT or PROFESSIONAL corporation certifies under penalty of perjury by the signature appearing below that the following statements are true:

- 8.1** No debt of the corporation remains unpaid.
- 8.2** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- 8.3** A majority of its original incorporators or initial directors authorized the dissolution.

9. The NONPROFIT corporation certifies under penalty of perjury by the signature appearing below that the dissolution was duly authorized by act of the board of directors or a majority of the original incorporators or initial directors and, if applicable, by written consent of any other person required by its Articles of Incorporation.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.


☒ I ACCEPT



REQUIRED – check only one:

<input type="checkbox"/> I am either a duly-authorized Officer or the Chairman of the Board of Directors of the corporation (see number 5.1).	<input checked="" type="checkbox"/> I am a either an initial Director , a Director of a nonprofit , or an initial incorporator (see number 5.2 and Instructions C022i).	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

RECEIVED

MAY 25 2016

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

1. WHAT ARE YOU FILING?

☐ New Entity ☒ Change to existing entity ☐ Re-submission/Correction

2. ENTITY NAME:

3. CALCULATE YOUR FEES (copies, certificate of good standing and expedited processing are all optional):

Document filing fee (fees are listed on the bottom of the form or on the fee schedule)	Subtotal:	25.00
Do you want EXPEDITED processing? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO If YES, add \$35.00	Subtotal:	
<input type="checkbox"/> Corporation certified copies \$ 5.00 each x (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> LLC certified copies \$10.00 each x (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> Certificate of Good Standing \$10.00 each x (enter number of copies requested)	Subtotal:	25.00
TOTAL YOUR AMOUNT OWED	TOTAL AMOUNT DUE:	25.00

4. PAYMENT METHOD:

<input type="checkbox"/> MOD Account #
Cash - do not mail cash. Cash may be used only for in-person submittals. Checks or money orders - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. UNACCEPTABLE CHECKS include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts). Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

5. REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

<input type="checkbox"/> Email	Email address:		
<input type="checkbox"/> Pick up	Name:	Phone:	
<input checked="" type="checkbox"/> Mail	Name: <u>MARC SPECTOR</u> Address: <u>2205 ENGINEERING DRIVE</u> City: <u>SCOTTSDALE</u> State: <u>AZ</u> Zip: <u>86336</u> Phone: <u>928-274-2075</u>		

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

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