

**WRITTEN CONSENT
OF THE MEMBER OF
CARVER PARK LLC**

The Housing Authority of the City of Milwaukee (“HACM”), constituting the sole member (the “Member”) of Carver Park LLC, a Wisconsin limited liability company (the “Company”), pursuant to the Wisconsin Limited Liability Company Act and the Operating Agreement of the Company, does hereby consent to, adopt, approve and affirm in writing the following actions and adopt the following resolutions by written consent effective as of _____, 2023.

WHEREAS, HACM adopted Resolution File No. R13318 on April 13, 2022 (the “Resolution”) which authorized the Secretary-Executive Director to take any and all action on behalf of HACM necessary to effectuate the Rental Assistance Demonstration (“RAD”) conversion of the Townhomes at Carver; and

WHEREAS, in conjunction with the RAD conversion, the Member desires to dissolve the Company and, in furtherance thereof, approve the Statement of Dissolution (the “Statement of Dissolution”), a copy of which is attached hereto as Exhibit A, and a Plan of Complete Liquidation and Dissolution, a copy of which is attached hereto as Exhibit B (the “Plan”).

NOW THEREFORE BE IT:

RESOLVED, that the Plan be, and it hereby is, approved and adopted as the act of the Company; and be it further

RESOLVED, that the Statement of Dissolution be, and it hereby is, approved and adopted as the act of the Company; and be it further

RESOLVED, that, pursuant to the Resolution, Willie L. Hines, Jr. (the “Authorized Representative”), of the Company is authorized, empowered and directed to do and to cause to be done any and all actions and to execute, deliver, file and record, whenever required, any and all instruments of any kind or nature whatsoever, including the Statement of Dissolution, which in the judgment of the Authorized Representative so acting is necessary or proper to effectuate the dissolution of the Company and the winding up of its affairs; and be it further

RESOLVED, that, pursuant to the Resolution, the Authorized Representative is authorized, empowered and directed, in the name of and on behalf of the Company, to take or cause to be taken any and all actions and to make all payments as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the transactions contemplated by the foregoing resolutions, the approval thereof by the Authorized Representative so acting conclusively establishing his authority therefor from the Company; and be it further

RESOLVED, that, pursuant to the Resolution, all actions previously taken by the Authorized Representative, the Member, Manager or any employee, consultant, agent or attorney of the Company relating to the transactions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first set forth above.

MEMBER:

HOUSING AUTHORITY OF THE CITY OF
MILWAUKEE

By: _____

Willie J. Hines, Jr.

Title: Secretary-Executive Director

EXHIBIT A
STATEMENT OF DISSOLUTION



FORM **510** STATEMENT OF DISSOLUTION OR TERMINATION
 LIMITED LIABILITY COMPANY

Sec. [183.0702\(2\)\(b\)\(1\) & \(6\)](#), Wis. Stats.

1. Name of the entity:

CARVER PARK LLC

2. As of the effective date of this filing, the entity named above is:

Dissolved

OR

Terminated

3. This document must be signed by a person authorized by the company. If the record is being filed on behalf of a dissolved company that has no member, it must be signed by the person winding up the company's business under s. 183.0702(3), Wis. Stats., or by a person appointed under s. 183.0702(4) to wind up the business:

Housing Authority of the City of Milwaukee, Manager

_____ Signature	_____ Date
Willie L. Hines, Jr. Printed Name	Secretary-Executive Director Title

This document was drafted by Bret A. Roge, Esq.
 (Name the individual who drafted the document)

(Optional) This document has a **delayed** effective date/time of: _____

Contact Information:

Kelly Teelin

Name

Michael Best & Friedrich LLP, PO Box 1806

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INSTRUCTIONS (Refer to sections [183.0702\(2\)\(b\)\(1\) & \(6\)](#), Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the \$20.00 filing fee, payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

Item 1. State the name of the entity being dissolved or terminated.

Item 2. Select whether the entity is being dissolved or terminated. For a list of the events causing dissolution and other legal provisions relating to the dissolution and winding up of limited liability companies, review [subchapter VII](#) (entitled "Dissolution and Winding Up") of chapter 183 of the Wisconsin Statutes.

Item 3. The document must be executed by one or more persons authorized by the company. If the record is being filed on behalf of a dissolved company that has no member, it must be signed by the person winding up the company's business under s. 183.0702(3), Wis. Stats., or by a person appointed under s. 183.0702(4) to wind up the business.

Drafter name. If the document is executed in Wisconsin, section 182.01(3) of the Wisconsin Statutes requires that it include the name of the drafter. If the document is not executed in Wisconsin, so indicate in the space provided for the drafter's name.

Optional delayed effective date/time. This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.

EXHIBIT B

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

THIS PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION (the “Plan”) of Carver Park LLC, a Wisconsin limited liability company (the “Company”), is adopted by the Company and its member (the “Member”), effective as of _____, 2023:

WHEREAS, the Member has determined it in the best interest of the Company that the Company be dissolved, its affairs wound-up and its assets distributed in accordance with the Plan;

WHEREAS, pursuant to the Wisconsin Limited Liability Company Act and the Company’s Operating Agreement, the Member has consented and agreed to dissolve the Company, wind-up its affairs and distribute its assets; and

WHEREAS, the Member deems it in the best interest of the Company to pay all debts, liabilities and obligations of the Company, to execute and file all documents necessary or appropriate to carry out the purposes of this Plan and to distribute the remaining assets of the Company as set forth herein.

NOW, THEREFORE, the terms and conditions of the Plan are set forth as follows:

1. Dissolution. Willie L. Hines, Jr. (the “Authorized Representative”), be, and hereby is, authorized to proceed with the voluntary dissolution of the Company under the laws of the State of Wisconsin in accordance with the Plan.

2. Cessation of Business. Upon the filing of the Company’s Statement of Dissolution with the Wisconsin Department of Financial Institutions, neither the Company, its Member, Manager or the Authorized Representative on behalf of the Company shall engage in any business activities, except for the purposes of preserving the value of the assets of the Company, adjusting and winding up the Company’s business and affairs and distributing the Company’s assets in accordance with the Plan.

3. Debts; Liabilities. All debts, obligations, and liabilities of the Company shall be promptly paid or provided for by the Company.

4. Distribution of Assets. After paying all debts, obligations, and liabilities, the Authorized Representative is hereby authorized to transfer or distribute all the assets of the Company to the Member.

5. Miscellaneous.

(a) The Authorized Representative is hereby authorized, empowered and directed to execute and file all documents that he deems necessary or appropriate to carry out the purposes of this Plan, including but not limited to, a Statement of Dissolution under the laws of the State of Wisconsin, and information returns on appropriate Treasury Department forms,

income tax returns and the information required by applicable regulations. The Authorized Representative shall cooperate in the filing of a final return, and the Member shall be responsible for payment of the cost of preparing said return.

(b) The Authorized Representative is authorized, empowered and directed to carry out the provisions of the Plan and to do any and all things in the Company's name and on its behalf that the Authorized Representative deems necessary or appropriate to carry out the purposes and intentions of the Plan.