

NO5000001771

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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-08

Dissolution

TR 1-12-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Dissolution (Not for Profit)

DOCUMENT NUMBER: N05000001771

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

Please return all correspondence concerning this matter to the following:

Louis A. Benevento

(Name of Contact Person)

none

(Firm/Company)

3900 North Ocean Drive

(Address)

Lauderdale By-The-Sea, FL 33308

(City/State and Zip Code)

For further information concerning this matter, please call:

Douglas J. Pew

(Name of Contact Person)

at (954) 630 9291

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
STONEWALL LIBRARY AND ARCHIVES FOUNDATION, INC.

SECOND: The document number of the corporation (if known): N05000001771

THIRD: Adoption of Dissolution
~~(COMPLETE SECTION I OR II)~~

EFFECTIVE DATE
12-31-08

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☒ The date of the meeting of members at which the resolution to dissolve was adopted
December 18, 2008. The number of votes cast by the
members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in
accordance with section 617.0701, Florida Statutes.

~~**SECTION II**~~

~~**If the corporation has no members or members entitled to vote on the dissolution:**~~

~~The corporation has no members or members entitled to vote on the dissolution.~~

~~The date of adoption of the resolution by the board of directors was _____.~~

~~The number of directors in office was _____ and the vote for resolution was
_____ for and _____ against. (must be a majority vote)~~

FOURTH: Effective date of dissolution if applicable: December 31, 2008
(no more than 90 days after dissolution file date)

Signature Louis A. Benevento & Douglas J. Pew
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Louis A. Benevento & Douglas J. Pew
(Typed or printed name of the person signing)

President/Trustee & Secretary/TrusteePP
(Title of person signing)

FILING FEE: \$35

PLAN OF DISTRIBUTION OF ASSETS

The following is the Plan of Distribution of Assets for the Stonewall Library and Archives Foundation, Inc. (hereinafter "the Corporation"), adopted by the Board of Trustees on December 18, 2008, along with a Resolution to Dissolve, by a vote of 6 to 0, there being six voting Trustees in office at such time and place voting in person or by proxy:

All liabilities and obligations of the Corporation shall be paid and discharged.

The Corporation has no assets that are held "on condition".

The President and/or Secretary of the Board of Trustees of the Corporation shall file Articles of Dissolution and a copy of this Plan of Distribution of Assets and provide a Certificate of Compliance stating that the said Plan is and shall be in compliance with the requirements of subsection (1) of section 617.406, Florida Statutes.

The Corporation shall do all things necessary to finalize the affairs of the Corporation and to dissolve the Corporation, including but not limited to the following:

Complete and file the Articles of Dissolution

Contract for and complete an audit of the Corporation's financial statements for the calendar years 2006, 2007 and 2008 and contract for and complete the preparation and filing of Federal and State tax returns. Sufficient funds shall be retained to cover the costs of such services.

File any and all reports required to be filed (and pay any fees associated therewith), e.g. final Sunshine Report

Cease accepting contributions for the benefit of the Stonewall Library and Archives Library, Inc.

Close the Corporation's credit card account(s) and close the Corporation's website

Provide the Library with a complete list of the names of persons who have made but not paid a pledge donation to the Foundation

Preserve all corporate documents as required by law and, at the discretion of the former officers and trustees, when appropriate, turn over the originals or copies of such documents to the Library for historical preservation and safe keeping

Provide appropriate notice to all Foundation donors at their known address, of the Foundation's dissolution and, if appropriate, of the need anyone who has made a bequest in their last will and testament to either change the name of the beneficiary to the Library or to rescind and terminate any such bequest

Pay all outstanding and legitimate bills, debts and obligations as they become due and payable. The Foundation will reserve an amount of funds deemed necessary and reasonable to cover all expenses necessary to complete the dissolution. Only after Louis A. Benevento, Douglas J. Pew and Raymond L. Rideout, or any two of the three of them, determine in their reasonable judgment and discretion, that there are no remaining bills, debts or other obligations outstanding, shall the then remaining funds and/or assets of the Corporation be made out to the Stonewall Library and Archives, Inc. Said final payment would zero out and close the Foundation's corporate account with Merrill Lynch.

Appoint Louis B. Benevento, Douglas J. Pew and Raymond L. Rideout as the representatives of the dissolved Corporation to perform any and all necessary actions to effect the foregoing Plan of Distribution of Assets and the Dissolution of the Corporation. The said representatives shall so act either unanimously or by any two of the three acting together on behalf of the Corporation.

On motion duly made and seconded the foregoing Plan of Distribution of Assets was approved by the Board of Trustees of the Corporation.



Douglas J. Pew, Secretary & Trustee
December 18, 2008

**OFFICER'S CERTIFICATE & AUTHENTICATION
OF
PLAN OF DISTRIBUTION OF ASSETS
OF
STONEWALL LIBRARY AND ARCHIVES FOUNDATION, INC.**

Whereas, the Board of Trustees of the Stonewall Library and Archives Foundation, Inc. (hereinafter the "Corporation") has cast votes by the members sufficient for approval to dissolve the Corporation pursuant to section 617.1403, Florida Statutes;

Whereas, the Board of Trustees also approved a Plan of Distribution of Assets by votes of the members sufficient for approval;

I, Douglas J. Pew, Secretary and Trustee, do hereby authenticate that the attached Plan of Distribution of Assets (hereinafter the "Plan") is a true and authentic copy of said Plan; and

Furthermore I hereby certify that the Plan is in Compliance with the requirements of subsection (1) of section 617.1406, Florida Statutes.

Signature 

Douglas J. Pew
Secretary and Trustee