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PICK-UP WAIT MAIL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 NOV 10 PM 12:31

C. Lewis
11-20-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of Williams Family Make a Difference Foundation, Inc.

DOCUMENT NUMBER: N14000002254

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

Please return all correspondence concerning this matter to the following:

Roy E. Williams, Jr.

(Name of Contact Person)

c/o Prestige Wealth Management Group

(Firm/Company)

31 State Route 12

(Address)

Flemington, NJ 08822

(City/State and Zip Code)

For further information concerning this matter, please call:

Roy E. Williams, Jr.

(Name of Contact Person)

at (**609**)

(Area Code)

529-5088

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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

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: Williams Family Make a Difference Foundation, Inc.

SECOND: The document number of the corporation (if known): N14000002254

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

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SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

The date of meeting of members at which the resolution to dissolve was adopted

_____ 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

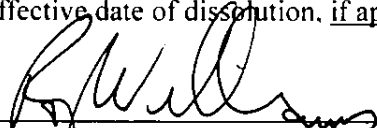
If the corporation has no members or members entitled to vote on the dissolution:

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 October 15, 2014

The number of directors in office was 4 and the vote for resolution was 4 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: October 31, 2014
(no more than 90 days after dissolution file date)

Signature: 
(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)

Roy E. Williams, Jr.
(Typed or printed name of person signing)

President
(Title of person signing)

Notice of Corporate Dissolution

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 NOV 10 PM 12:32

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Williams Family Make a Difference Foundation, Inc.

*Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the **Articles of Dissolution**.*

Description of information that must be included in a claim:

Name of claimant, address and phone number of claimant, amount of claim, date of claim, and description of grounds for claim.

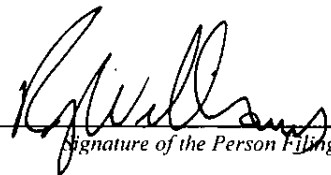
Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

131 Hopewell-Wertsville Road
Hopewell, NJ 08525

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Roy E. Williams, Jr.

Printed Name of the Person Filing



Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS
of
WILLIAMS FAMILY MAKE A DIFFERENCE FOUNDATION, INC.,
a Florida Nonprofit Corporation

The Board of Directors of Williams Family Make a Difference Foundation, Inc., a Florida nonprofit corporation ("Corporation"), pursuant to resolution by unanimous written consent, having considered the advisability of voluntarily dissolving the Corporation, and it being the unanimous opinion of the Board that dissolution is advisable and in the best interests of the Corporation, and the Board having adopted, by unanimous vote, a plan for a voluntary dissolution of the Corporation, does hereby resolve that the Corporation be dissolved in accordance with the following plan:

1. There being no members of the Corporation, no vote of membership is required to approve this dissolution, and action of the Board of Directors is sufficient.

2. No approval of the dissolution of the Corporation is required by any government agency or officer.

3. The Corporation has assets. Such assets are legally required to be used for charitable purposes. The sole asset of the Corporation is cash in a bank account of approximately \$1,849.38.

4. The assets owned by the Corporation subject to any unpaid liabilities of the Corporation shall be distributed to the following organizations with substantially similar purposes to the Corporation. These organizations are exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. The assets shall be distributed in the following proportions or amounts:

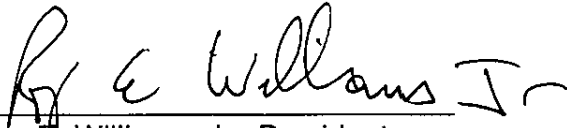
- \$500.00 to Domestic Abuse and Sexual Assault Crisis Center of Warren County, 29C Broad Street, Washington, NJ 07882

- Balance to Hire Heroes USA, 100 North Point East, Suite 200, Alpharetta, GA 30022

5. The Corporation has no liabilities.

Certification

I, Roy E. Williams, Jr., President, of the Williams Family Make a Difference Foundation, Inc., hereby certify under penalties of perjury that a resolution of the Board of Directors of the Corporation was adopted by unanimous written consent on October 15, 2014, at Flemington, NJ, and the within Plan of Dissolution was duly submitted and passed by all of the directors by unanimous written consent.



Roy E. Williams, Jr., President

Dated the 15 day of October, 2014.

**WRITTEN CONSENT TO ACTION
BY BOARD OF DIRECTORS WITHOUT MEETING
of
WILLIAMS FAMILY MAKE A DIFFERENCE FOUNDATION, INC.,
a Florida Nonprofit Corporation**

We, the undersigned, constituting all members of the Board of Directors of Williams Family Make a Difference Foundation, Inc., a Florida Nonprofit Corporation ("Corporation"), take the following actions by this unanimous written consent, which consent may be executed in counterpart:

WHEREAS, the Board of Directors has determined that it is in the best interests of this Corporation be wound up and dissolved; and

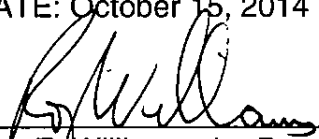
WHEREAS, this Corporation has no members.

RESOLVED, that the Board of Directors hereby elects to wind up and dissolve this Corporation; and

RESOLVED FURTHER, that the Plan of Dissolution and Distribution of Assets has been duly considered and is hereby approved by unanimous consent of the directors;

RESOLVED FURTHER, that the directors of this Corporation are hereby authorized and directed to file the Articles of Dissolution and the Plan of Dissolution and Distribution of Assets as required by the Corporations Code of Florida, and to take such further actions as may be necessary or convenient to wind up and dissolve this Corporation.

DATE: October 15, 2014



Roy E. Williams, Jr., President



Janet Williams, Vice President

Roy E. Williams, III, Secretary

Michael L. Williams, Treasurer

**WRITTEN CONSENT TO ACTION
BY BOARD OF DIRECTORS WITHOUT MEETING
of
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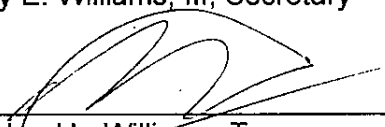
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Roy E. Williams, Jr., President

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