

N46161

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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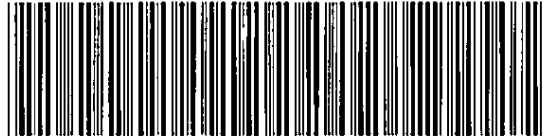
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Education Foundation of Indian River County, Inc.

DOCUMENT NUMBER: N 46161

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

Please return all correspondence concerning this matter to the following:

Laica Gerwien-Moreta
(Name of Contact Person)

(Firm/ Company)

700 Canoe Trail
(Address)

Vero Beach, FL 32963
(City/ State and Zip Code)

lgerwienmoreta@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laica Gerwien-Moreta at 321 431-9484
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| ☒ \$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

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee

Articles of Amendment
to
Articles of Incorporation
of

The Education Foundation of Indian River County, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N46161

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation: N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable: N/A
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable: N/A
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent: N/A

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

N/A

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change	PT	John Doe
☒ Remove	V	Mike Jones
☒ Add	SV	Sally Smith

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

☒ E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

This filing is made to add a Certificate of Compliance to the Articles of Dissolution of a Not-for-profit Corporation as required by Florida Statutes Section 617.1406(2). A copy of the Certificate of Compliance is attached.

attached. A copy of the corporation's
Plan of Distribution of Assets is attached
to the Certificate of Compliance
and is to be filed with the
Articles of Dissolution ~~as~~ as required
by Statute.

The date of each amendment(s) adoption: December 20, 2023, if other than the
date this document was signed.

Effective date if applicable: date of filing
(no more than 90 days after amendment file date)

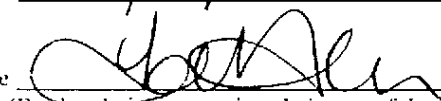
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the
document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/28/24

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)

Leticia Gerwien-Morata
(Typed or printed name of person signing)

Chairman of the Board
(Title of person signing)

CERTIFICATE OF COMPLIANCE
THE EDUCATION FOUNDATION OF INDIAN RIVER COUNTY, INC.

The undersigned, LAICA GERWIN-MORETA being the Chairperson of the Board of Directors of The Education Foundation of Indian River County, Inc., a not-for-profit Florida Corporation, (the "Company") hereby certifies and represents that:

1. By properly convened meeting(s) of the Board of Directors of the Company held on December 20, 2023, a resolution to approve a Plan of Distribution of Assets was unanimously adopted in accordance with Florida Statutes Section 617.1406(2) and the Articles of Organization. A true copy of the Minutes and approved Plan of Distribution of Assets is attached to this certificate as Exhibit "A" and is specifically incorporated hereto.

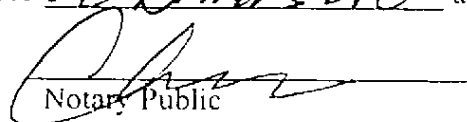
The undersigned executed this Certificate of Compliance this 22nd day of January 2024.


LAICA GERWIN-MORETA
Chairperson

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was sworn to and subscribed before me by means of ☐ physical presence or ☐ online notarization this 22 day of January, 2024, by LAICA GERWIN-MORETA who ☐ is personally known or ☐ has produced FL DRIVE LLC as identification.

[Notary Seal]


Notary Public



Charles H. Sanford
Comm. #HH012565
Expires: July 19, 2024
Bonded Thru Aaron Notary

EXHIBIT "A" 1 OF 7

MINUTES OF SPECIAL
MEETING OF THE BOARD OF
DIRECTORS OF
EDUCATION FOUNDATION OF INDIAN RIVER COUNTY, INC.

Purpose: To approve and adopt Plan Distribution of Assets according to Florida law.

A special meeting of the Board of Directors of the above-named Corporation was held at 907 Seagrape Lane Vero Beach, FL 32963 on:

Date: December 20, 2023

Time: 6:00 pm

The following Directors were present, constituting a quorum:

LAICA GERWIN-MORETA

LOGAN GEESLIN

KENNY HOLMES

JIM ELFORD

The chairperson called a meeting to order and advised the board that legal counsel for the corporation advised that the company is required under law to approve and file with the State of Florida a Plan of Distribution of assets along with the Articles of Dissolution. Such Plan of Distribution must be in a form and substance to comply with Florida Statutes. A copy of a proposed Plan of Distribute Assets was presented for consideration. After discussion, upon motion duly made, seconded and adopted, it was,

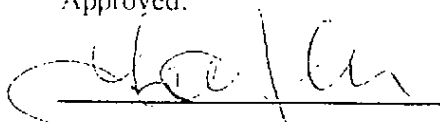
RESOLVED, that Plan of Distribute Assets presented to the meeting is hereby approved and adopted by this Board of Directors and it is ordered that a copy of said Plan be attached to the minutes of this meeting; and it was further

RESOLVED, that the President and such other officers as may be authorized by the Board of Directors, from time to time, empowered and directed to take any and all necessary steps to carry out the provisions of the above Plan, and it was further

RESOLVED that prior to Dissolution, this Plan may be later Amended by upon advice of legal counsel so to assure that the Plan complies with statutory requirements. Such amended Plan may be approved by consent of the members without necessity of a meeting.

With no further business to come before the meeting, upon a motion duly made, seconded and unanimously carried, the meeting was adjourned.

Approved:



Board Chair

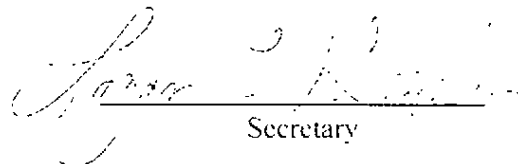

Secretary

EXHIBIT "A" 2 OF 7

**PLAN OF DISTRIBUTION OF ASSETS OF THE EDUCATION FOUNDATION OF
INDIAN RIVER COUNTY, INC.**

This Plan of Distribution of Assets (the "Plan") is intended to constitute a plan of distribution under Florida Statutes Section 617.1406 and accomplish the complete liquidation and distribution of assets of The Education Foundation of Indian River County, Inc., a Florida not-for-profit corporation (the "Corporation"). of the corporation in compliance with the corporation's governing documents and in accordance with Florida Law.

1. **Dissolution.** At a duly called special meeting of the Board of Director of the corporation was held November 14, 2023, a motion was made to dissolve the corporation and to retain legal counsel to assist the Board with such dissolution. this motion was seconded, and upon vote passed unanimously. Copies of these minutes are attached hereto.

2. **Plan of Distribution.** The board was advised by its legal counsel that it is required to submit a Plan of Distribution of Assets to the Secretary of the State of Florida and that such a Plan must comply with Florida Statutes Section 617.1406. This Plan is intended to comply with Florida Statutes Section 617.1406.

3. **Articles of Dissolution.** Promptly after the directors approve the Plan of the Corporation, the Corporation shall file with the Secretary of State of the State of Florida Articles of dissolution (the "Articles of Dissolution") in accordance with the Florida Law to be effective upon the date of filing. (the "Effective Time").

3. **Cessation of Business Activities.** After the Effective Time, the Corporation shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind up its business affairs, and distribute its assets in accordance with this Plan.

4. **Continuing Employees, Attorneys, and Consultants.** For the purpose of effecting the dissolution of the Corporation, the Corporation may hire or retain, at the discretion of the Board, such employees, attorneys, consultants and advisors as the Board deems necessary, or desirable to supervise or facilitate the dissolution and winding up of the Corporation.

5. **Dissolution Process.** From and after the Effective Time, the Corporation (or any successor entity of the Corporation) shall, if deemed necessary by the Board, complete the following corporate actions:

(i) **The Corporation shall**

(a) pay or make reasonable provision to pay all liabilities, claims and obligations, including all contingent, conditional or unmatured contractual claims known to the Corporation,

(b) make such provisions as will be reasonably likely to be sufficient to provide compensation for any claim against the Corporation, which is the subject of a pending action, suit or proceeding to which the Corporation is a party, and

(c) make such provisions as will be reasonably likely to be sufficient to provide

EXHIBIT "A" 3 OF 7

known to the Corporation . Such claims shall be p Florida Statutes Section 617.1406aid or provided for in full if there are sufficient assets.

(ii) Any assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements

(iii) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

(iv) Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(v) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

7. Conduct of the Corporation Following Dissolution Under Florida law, dissolution is effective upon the filing of Articles of Dissolution with the Secretary of State of the State of Florida or upon such a future effective date as may be set forth in the certificate of dissolution. Florida Statutes Section 617.1405 provides that a dissolved corporation continues to exist for purposes of winding up its affairs, including steps needed to be taken to effectuate the Plan of Distribution.

10. Expenses of Dissolution. In connection with and for the purposes of implementing and assuring completion of this Plan, the Corporation may, in the absolute discretion of the Board, pay any brokerage, agency, professional and other fees and expenses of persons rendering services to the Corporation in connection with the collection, sale, exchange or other disposition of the Corporation's property and assets and the implementation of this Plan.

11. Authorization. The Board is hereby authorized, without further action by the directors, to do and perform or cause the officers of the Corporation, to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind that are deemed necessary, appropriate or desirable, in the absolute discretion of the Board, to implement this Plan and the transaction contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.

[END OF TEXT.]

EXHIBIT "A" 4 OF 7

WAIVER OF NOTICE OF SPECIAL
MEETING OF THE
BOARD OF
DIRECTORS OF

EDUCATION FOUNDATION OF INDIAN RIVER COUNTY, INC.

Purpose: To approve and adopt Plan Distribution of Assets according to Florida law

We, the undersigned, constituting all of the Directors of the EDUCATION FOUNDATION OF INDIAN RIVER COUNTY, INC., a not for profit corporation organized under the laws of the State of Florida, do hereby severally waive notice of the time, place and purpose of the special meeting of Directors, and of any adjournment or adjournments thereof; and consent that the meeting be held at :

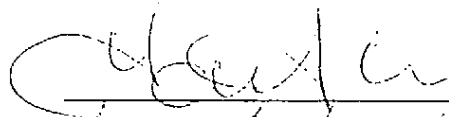
Place: 907 Serape Lane Vero Beach, FL 32963

Date: December 20, 2023

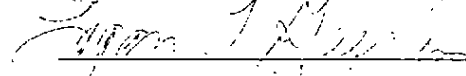
Time: 6:00 pm

We do further severally agree and consent to the transaction there at of any and all business that may properly come before said meeting.

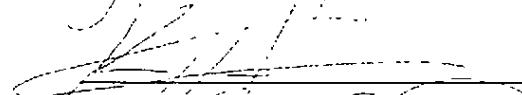
Dated: 12/20/2023



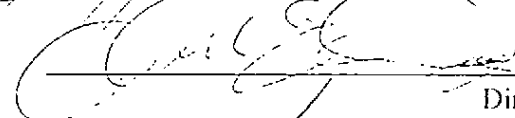
Director



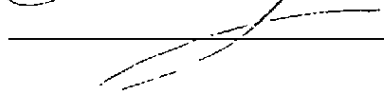
Director



Director



Director



Director

EXHIBIT "A" 5 OF 7

WAIYER OF NOTICE OF SPECIAL
MEETING OF THE
BOARD OF DIRECTORS
OF

EDUCATION FOUNDATION OF INDIAN RIVER COUNTY, INC.

Purpose: To approve and adopt Resolution to Dissolve the Corporation

We, the undersigned, constituting all of the Directors of the EDUCATION FOUNDATION OF INDIAN RIVER COUNTY, INC., a not for profit corporation organized under the laws of the State of Florida, do hereby severally waive notice of the time, place and purpose of the special meeting of Directors, and of any adjournment or adjournments thereof; and consent that the meeting be held at

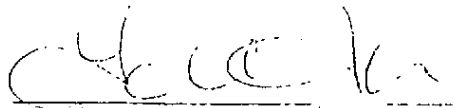
Place: ZOOM TELECONFERENCE

Date: November 14, 2023

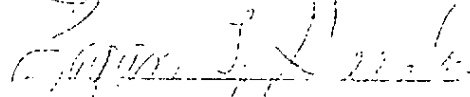
Time: 10:00 am

We do further severally agree and consent to the transaction there at of any and all business that may properly come before said meeting.

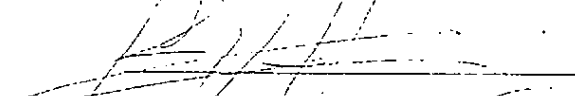
Dated: 11/14, 2023



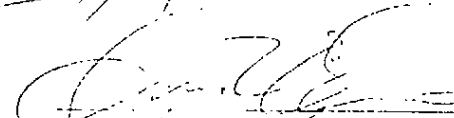
Director



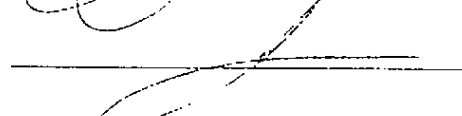
Director



Director



Director



Director



Education Foundation of Indian River County, Inc.
Minutes of the Board of Directors Special Meeting
November 14, 2023
10:00-11:00
Zoom Meeting

I. CALL TO ORDER

The meeting was called to order at 10:02 am. Members present were Helen Millman, Secretary Logan Geeslin, Kenny Holmes, Vice Chair Jim Elford, and Board Chair Laica Gerwien-Moreta.

II. NEW BUSINESS:

Mrs. Gerwien-Moreta reported that Janet Knupp, Executive Director for the School District of Indian River County, recently informed her of the district's plan to proceed with creating its own direct support organization instead of merging with the Education Foundation of Indian River County, Inc. She added that each county in the State of Florida has an organization that serves as the Education Foundation for their local school district. However, the Education Foundation of Indian River County is one of the few that are an independent non-profit. The plan up to this point was to amend its Articles of Incorporation to exist for the exclusive purpose of the school district. She referred the members to the email from Ms. Knupp to Mrs. Gerwien-Moreta same subject which was sent to the Board prior to the meeting. She noted that Ms. Knupp's email included confirmation that the school district plans to take over the STEP into K, High Impact Grants, and Indian River Regional Science and Engineering Fair programs. As such, the Education Foundation's purpose must be ascertained, and next steps must be approved by the Board.

III. DISCUSSION:

Mrs. Millman agreed with Mrs. Gerwien-Moreta that without the programs, the Education Foundation loses its purpose. She shared her disappointment with the way that the school district led the Board to believe that the merger would happen, and after the merger the Education Foundation would be able to sustain itself. However, given that the programs are being adopted by the school district, and through the programs the mission of the Education Foundation will continue to serve the community, she is no longer attached to the name of the organization. This caused her to change her position in trying to keep the "Education Foundation of Indian River County" doors open. She also commented that since covid the foundation has struggled to match funds, and it would be too difficult to raise the funds necessary to



continue with the Education Foundation as an independent entity while trying to rebuild its new purpose.

Mr. Holmes shared his disappointment with the change in course, and up to this point, believed the school district merger was a lifeline and now they have pulled the plug. He added that he prefers to close the doors.

Mrs. Moreta agreed that it is best to close the doors since the school district is taking the programs and funds are available to cover dissolution expenses.

Mr. Elford was very disappointed at the turn of events, especially after so many months of trying to keep the doors open under the notion that the school district would absorb the Education Foundation. He added that he now believes dissolution is the only path forward for the Education Foundation.

Mrs. Geeslin commented that based on recent events, the Education Foundation has no other option but to dissolve. Mrs. Gerwien-Moreta thanked everyone for their input and stated that The Education Foundation has served the community for many years and has helped to make a difference for countless children in our community since founded in 1991 by Mrs. Marion Block, Ms. Alma Lee Loy and Mr. Dan Richardson. That fact could never be taken away from the Education Foundation. She also stated that the Board should consider retaining legal counsel to help guide the Board through the process of dissolution, if that is what the Board decides because documents must be filed, liabilities must be addressed, and remaining assets must be distributed. She added that restricted donations must follow the program or be returned to the funder and that the interest in ELP Assets must be transferred or returned to ELP Assets, LLC if the Education Foundation dissolves.

Helen Millman made a motion to dissolve the Education Foundation of Indian River County, Inc. and to retain legal counsel, preferably attorney Charles Sanford, to represent the Education Foundation of Indian River County, Inc. in the dissolution. Motion seconded by Logan Geeslin and passed unanimously.

Jim Elford made a motion to return the Education Foundation of Indian River County, Inc.'s 99% interest in ELP Assets, LLC to ELP Assets, LLC because the Board does not seek to transfer the Education Foundation of Indian River County, Inc.'s interest to a new organization. Motion seconded by Logan Geeslin and unanimously approved.

IV. ADJOURNMENT

The meeting adjourned at 10:33 am. Next meeting to be held Tuesday, November 28, 2023, via Zoom.

Logan Geeslin, Secretary

11/15/2023

Education Foundation of IRC Generic Distribution Plan for Dissolution

Asset: STEP into K Program remaining balance - \$ [REDACTED]

Transfer to: SDIRC

Asset: High Impact Grants Program remaining balance - none

Transferred to SDIRC on 1/17/24 via check #1920 \$ [REDACTED]

Asset: Science Fair remaining balance - none

Transferred to SDIRC on 1/10/24 via check #1918 \$ [REDACTED]

Asset: Tools for Learning remaining balance - \$ [REDACTED]

Transfer to: SDIRC

Asset: Sneaker Exchange remaining balance - \$ [REDACTED]

Transfer to: SDIRC

Asset: Community Foundation of Indian River County Endowment - \$ [REDACTED]

Transfer to: SDIRC

Asset: Interest in ELP Assets - \$ [REDACTED]

Return to: ELP Assets (per EFIRC Board approval 11/14/2023)

Asset: United Way Grants - \$ [REDACTED]

Transfer to: SDIRC

Asset: Partners in Education - \$ [REDACTED]

Transfer to: SDIRC

Asset: NextEra Energy classroom makeover - \$ [REDACTED]

Transfer to: SDIRC

Asset: Teacher Recognition and Development - \$ [REDACTED]

Transfer to: SDIRC

Asset: Adopt a Class Project - \$ [REDACTED]

Transfer to: SDIRC

all assets are redacted

Asset: FPL deposit to start services - \$[REDACTED]

Transfer to: SDIRC

Asset: Marine Trust Checking Account

Transfer to: SDIRC

Asset: Marine Trust Money Market Account

Transfer to: SDIRC

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2014-2015

amounts reflected