

701446

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

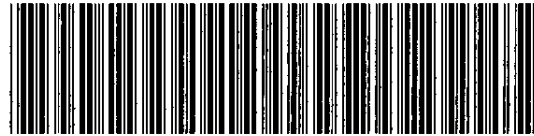
(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



100112638771

12/03/07--01024--021 **52.50

FILED
2007 DEC -3 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D.S.S.
SL

12-4-2007

HARRISON, SALE, McCLOY, THOMPSON, DUNCAN & JACKSON

CHARTERED
ATTORNEYS & COUNSELORS AT LAW

CARLOTTA APPLEMAN-MONIZ
NICHOLAS A. BENINATE
MICHAEL B. DUNCAN
ROBERT A. FLEMING, III
FRANKLIN R. HARRISON
ROBERT C. JACKSON
DIXON ROSS McCLOY, JR.
KEVIN D. OBOS
AMY E. ROSS
DOUGLAS J. SALE

304 MAGNOLIA AVENUE
POST OFFICE DRAWER 1579
PANAMA CITY, FLORIDA 32401

TELEPHONE (850) 769-3434
TELECOPIER (850) 769-6121

H. ALAN THOMPSON
(1936 - 2006)

November 30, 2007

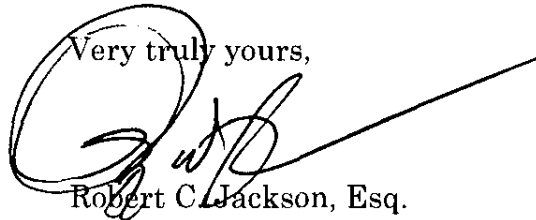
Attn: Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL. 32314

Re: Bay County Library Association, Inc.
Articles of Dissolution & Plan of Distribution of Assets

Dear Sir or Madam:

Enclosed please find executed Articles of Dissolution and plan of distribution of assets. Also enclosed is our firm's check in the amount of \$52.50 as payment of the fees for filing the Articles of Dissolution and receipt of a Certified Copy and Certificate of Status.

Very truly yours,

A handwritten signature in black ink, appearing to be "R. C. Jackson", written over a circular stamp or seal.

Robert C. Jackson, Esq.

RCJ/alb

Enclosures: as stated

cc: Deanne Coeffield, Bay Library Assoc., Inc.

COPY

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:

Bay County Public Library Association, Inc.

SECOND: The document number of the corporation (if known): 701446

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

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
August 29, 2007. 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: November 30, 2007
(no more than 90 days after dissolution file date)

Signature Joyce H. Dannecker
(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.)

Joyce Dannecker
(Typed or printed name of the person signing)

Acting Director of Libraries
(Title of person signing)

FILING FEE: \$35

COPY

**A RESOLUTION OF THE BAY COUNTY
PUBLIC LIBRARY ASSOCIATION, INC.
ADOPTING A PLAN OF DISTRIBUTION OF
ASSETS; DISSOLVING THE CORPORATION;
AND SETTING AN EFFECTIVE DATE OF
DISSOLUTION.**

WHEREAS, for over forty-seven years, the Bay County Library Public Library Association, Inc. (the "Regional Library") has provided and administered public library services for the citizens of Bay County and the surrounding areas;

WHEREAS, on December 18, 2006, the Board of Bay County Commissioners terminated its agreement with the Regional Library to provide and administer library services. Such termination was effective April 1, 2007;

WHEREAS, on March 20, 2007, the Regional Library and Bay County entered into an agreement to transfer the assets and employees of the Regional Library to Bay County (the "Transfer Agreement");

WHEREAS, in the Transfer Agreement, the Regional Library stated it "intend[ed] to dissolve and wind up its affairs no later than September 30, 2007," and agreed to distribute any unencumbered cash remaining at dissolution to benefit the Bay County Library; and

WHEREAS, the Regional Library now desires to adopt a formal plan of dissolution, distribute the remaining assets of the corporation in accordance with the adopted plan, and dissolve the corporation.

NOW THEREFORE BE IT HEREBY RESOLVED by the Board of Directors of the Regional Library that the following plan of dissolution is hereby adopted:

(a) All liabilities and obligations of the corporation have be paid and discharged, except for Five Thousand Dollars (\$5,000.00) which shall be kept in escrow by Harrison, Sale, McCloy, Duncan & Jackson, Chtd. for the payment of one remaining unemployment compensation claim or any other unexpected liabilities. If a reimbursement request from the State of Florida or any other person is not received by March 25, 2008, the reserve amount shall be distributed by the escrow agent in accordance with paragraph (c) below.

(b) There are no remaining assets which have been held by the corporation that require return, transfer, or conveyance upon dissolution.

(c) Any remaining unencumbered cash, including unspent reserves remaining at dissolution, shall be distributed to benefit the Bay County Library as follows:

- \$20,000.00 to the Friends of The Bay County Public Libraries, Inc.
- All remaining funds, including any remaining escrow amount, to the Bay County Public Library Foundation, Inc.

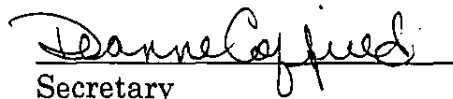
BE IT FURTHER RESOLVED by the Board of Directors of the Regional Library that the corporation shall dissolve no later than November 30, 2007.

BE IT FURTHER RESOLVED by the Board of Directors of the Regional Library that the President of the Regional Library or the Acting Director of Libraries is authorized to execute all documents or to take any action necessary or desirable to implement this resolution.



Joyce Dannecker,
Acting Director of Libraries

ATTEST:


Secretary