

711840

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of 43rd Street Church of Christ of West Bradenton, Inc.

DOCUMENT NUMBER: 711840

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

Please return all correspondence concerning this matter to the following:

William D. Miller, Registered Agent

(Name of Contact Person)

43rd Street Church of Christ of West Bradenton, Inc.

(Firm/Company)

1802 69th Street West

(Address)

Bradenton, FL 34209

(City/State and Zip Code)

For further information concerning this matter, please call:

William D. Miller

at (941) 284-0237

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input checked="" 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 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

**ARTICLES OF DISSOLUTION OF
43RD STREET CHURCH OF CHRIST OF WEST BRADENTON, INC.**

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43rd Street Church of Christ of West Bradenton, Inc., a Florida not for-profit corporation ("the Corporation"), executes the following articles of dissolution pursuant to §617.1403 of the Florida Business Corporation Act:

Article I

The name of the Corporation is 43rd Street Church of Christ of West Bradenton, Inc. The Corporation filed its articles of incorporation on November 28, 1966.

Article II

The document number of the Corporation is 711840.

Article III

The Corporation has no members or members are not entitled to vote on dissolution. There were three (3) directors then in office and the vote on the resolution to dissolve the Corporation was unanimously approved and adopted by the Board of Directors on December 14, 2019.

Article IV

The Effective Date of the Dissolution of the Corporation is the date these Articles are filed with the Florida Department of State.

Article V

All debts, obligations, and liabilities of the Corporation have been paid and discharged, or adequate provision has been made therefore.

Article VI

All of the remaining property and assets of the Corporation have been distributed to the Manatee Community Foundation ("MCF"). The distributions under this Article are in accordance with the Agreement between Manatee Community Foundation and the Corporation as well as the Plan of Distribution of Assets dated December 14, 2019, by and among the Board of Directors of the Corporation.

Article VII

There are no suits pending against the Corporation in any court of law.

IN WITNESS THEREOF, 43rd Street Church of Christ of West Bradenton, Inc. has caused these Articles of Dissolution to be executed in its name and on its behalf by the authorized persons below on the 14 day of December, 2019.

43rd Street Church of Christ of West Bradenton, Inc., a Florida not for profit corporation:

(CORPORATE SEAL)

By: William D. Miller
William D. Miller, Director/Officer

Attest:

By: Anthony E. Thompson
Anthony E. Thompson, Director/ Officer

Attest:

By: Robert A. Lowery
Robert Lowery, Director/ Officer

**Plan of Distribution of Assets of
43rd Street Church of Christ of West Bradenton, Inc.**

This Plan of Distribution ("Distribution Plan") is approved by the Board of Directors of **43rd Street Church of Christ of West Bradenton, Inc.**, a Florida Not For Profit Corporation (the "Corporation"), effective immediately.

RECITALS

1. On November 28, 1966, the Corporation commenced its existence by filing Articles of Incorporation under the name 43rd Street Church of Christ of West Bradenton, Inc. a Florida Not for Profit Corporation.
2. The undersigned Board of Directors constitute all of the current members of the Board of Directors of the Corporation.
3. The undersigned Board of Directors agree that there is no longer a need for the continuance of the business of the Corporation and that the dissolution of the Corporation as provided herein is in the best interests of the Corporation.
4. The undersigned Board of Directors have unanimously agreed to dissolve the Corporation.
5. There are no members of the Corporation entitled to vote on a plan of distribution and thus this Distribution Plan is in compliance with Florida Statute 617.1406(2).

NOW, THEREFORE, the parties hereto agree as follows:

1. **Dissolution.** The Board of Directors hereby dissolve the Corporation. Dissolution shall be effective upon filing of Articles of Dissolution with the Florida Department of State. No further business shall be conducted by the Corporation and no further obligations shall be incurred on its behalf, except for the purposes of carrying out the dissolution and winding up the business of the Corporation as provided herein.
2. **Winding Up Affairs.** Upon dissolution of the Corporation, William D. Miller, as President of the Corporation, shall have the authority and power to wind up, and shall commence the winding up of, the affairs of the Corporation, and in his absence such other person as may be designated by the majority of the Board of Directors.
 - a. **Payments of Liabilities.** Any known liabilities of the Corporation will be satisfied from the assets or proceeds generated therefrom, before any distributions shall be made.

- b. **Distribution of Assets.** After all known liabilities have been properly satisfied, the Corporation shall assign the promissory note dated February 4, 2016 and the mortgage that secures the note held by the Corporation, to Manatee Community Foundation ("MCF"). All remaining assets of the Corporation shall be distributed to MCF.
3. **Known Liabilities.** To the knowledge of the Board of Directors the Corporation has no liabilities.
4. **Integration; Amendment.** This is the entire Distribution Plan with respect to the subject matter hereof and supersedes in its entirety all prior plans between the parties with respect hereto. No alteration, modification, interpretation or amendment of this Distribution Plan shall be binding on the parties unless in writing, designated as an amendment thereto and executed with equal formality by each of the parties.
5. **Governing Law.** This Distribution Plan shall be governed and construed in accordance with the laws of the State of Florida.
6. **Binding Effect of Agreement.** This Distribution Plan shall be binding upon and inure to the benefit of the parties hereto, their respective legal representatives, successors and assigns.
7. **Severability.** In the event any clause, provision or provisions of this Distribution Plan prove to be or are adjudicated invalid for any reason, then such invalid or void clause, provision or provisions, shall not affect the whole of this Agreement, but the balance of the provision hereof shall remain operative and shall be carried into effect insofar as legally possible.
8. **Counterparts.** This Distribution Plan may be executed in counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one Distribution Plan and any party hereto may execute this Distribution Plan by signing one or more counterparts hereof.
9. **Headings.** The section headings contained in this Distribution Plan are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.
10. **Filing Requirement.** A copy of this Distribution Plan shall be filed with Department of State along with the Articles of Dissolution dated December 14, 2019.
11. **Notices.** All notices, requests, demands, claims, and other communications hereunder shall be in writing. Any notice, request, demand, claim, or other communication hereunder shall be deemed duly given if (and then two business days after) it is sent by registered or certified mail, return receipt requested, postage prepaid, and addressed to the intended recipient as set forth below:

IN WITNESS WHEREOF, the parties have executed this Distribution Plan on the 14 day of December 2019.

Signed and sealed in the presence of: 43rd Street Church of Christ of West Bradenton, Inc., a Florida not for profit corporation.

Paul Febr
Witness

Harry Lally
Witness

Paul Febr
Witness as to all Board of Directors

Harry Lally
Witness as to all Board of Directors

By: William D. Miller
William D. Miller, President

By: Anthony E. Thompson
Anthony E. Thompson, Director

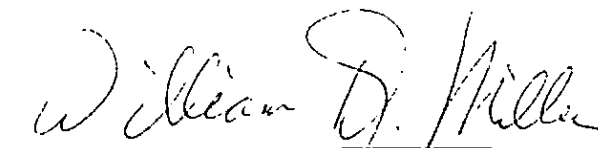
By: Robert L. Lowery
Robert Lowery, Director

**CERTIFICATE OF COMPLIANCE WITH
FLORIDA STATUTE §617.1406(4)**

WHEREAS, the 43rd Street Church of Christ of West Bradenton, Inc., a Florida not for profit corporation ("the Corporation"), adopted Articles Of Dissolution and adopted a Plan of Distribution of Assets pursuant to §617.1403 and §617.1406 of the Florida Business Corporation Act, respectively.

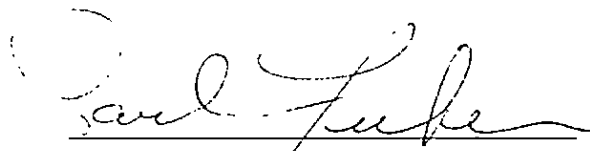
WHEREAS, pursuant to F.S. 617.1406(2), since the Corporation has no members or members entitled to vote a Plan of Distribution, the Corporation adopted the Plan of Distribution at a meeting board of directors by a majority vote of the directors then in office on December 14, 2019.

NOW, THEREFORE, the undersigned, as an officer of the corporation, hereby certifies the Corporation's compliance with F.S. 617.1406(2), as required by F.S. 617.1406(4).



William D. Miller, President

SWORN TO AND SUBSCRIBED before me this 14 day of December, 2019 by WILLIAM D. MILLER, who has produced a Florida State driver's license as identification.



Notary Public

