

Dec. 31. 2013 4:19PM
DIVISION OF CORPORATIONS

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Division of Corporations
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Division of Corporations
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From:

Account Name : GRAY ROBINSON, P.A.
Account Number : 075154001651
Phone : (321) 727-8100
Fax Number : (321) 984-4122

**DISSOLUTION OR WITHDRAWAL
TRINITY TOWERS, INC.**

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ARTICLES OF DISSOLUTION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

TRINITY TOWERS, INC.

Pursuant to Section 617.1403, *Florida Statutes*, Trinity Towers, Inc., a Florida not-for-profit corporation, hereby submits the following Articles of Dissolution.

I. The name of the corporation is Trinity Towers, Inc. The document identifier of such corporation with the Florida Secretary of State is 712073.

II. A resolution to dissolve the corporation was adopted by its members by unanimous written consent executed in accordance with Section 617.0701, *Florida Statutes*. The written consent was effective on the 23rd day of December, 2013.

III. These Articles of Dissolution shall be effective on the date of filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 23rd day of December, 2013.

By: (The Rev.) Stephen W. Easterday
Reverend Stephen W. Easterday,
Director and Vice-President
1830 South Babcock Street
Melbourne, FL 32901

PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS

TRINITY TOWERS, INC., a Florida not-for-profit corporation (the "Corporation"), whose federal employer identification number is 59-6197618, hereby adopts this Plan of Liquidation and Distribution of Assets (this "Plan").

1. **Effect of Dissolution.** The Corporation will file with the Florida Secretary of State Articles of Dissolution. The Corporation shall continue its corporate existence after the filing of the Articles of Dissolution, but may not conduct its affairs, except to the extent appropriate to wind up and liquidate its affairs, including:

- (a) collecting its assets;
- (b) disposing of its property that will not be distributed in kind pursuant to this Plan;
- (c) discharging or making provisions for discharging its liabilities;
- (d) distributing its remaining property in accordance with this Plan; and
- (e) doing every other act necessary to wind up and liquidate its affairs.

2. **Board of Directors.**

(a) Persons currently serving on the Board of Directors shall continue as directors of the Corporation. The Board of Directors shall have all powers of corporate directors of a corporation in dissolution and liquidation as provided in Section 617.1405 through 617.1407, *Florida Statutes*, and any other powers and authority conferred upon the Board of Directors by other provisions of applicable law.

(b) The Board of Directors will engage such agents, representatives and contractors necessary to assist in the administration of this Plan and the dissolution and liquidation of the Corporation and the winding up of the Corporation's affairs.

3. **Disposition of Assets and Payment of Liabilities.**

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions therefor shall be made. The Corporation

shall file notice of its dissolution with the Florida Secretary of State and request that persons having claims against the Corporation which are not known to the Corporation present them in accordance with the notice. The notice shall take the form specified in Section 617.1407(1)(a), *Florida Statutes*. The Corporation is aware of the claims set forth on Schedule 3(a) hereto which shall be paid and discharged as soon as practicable.

(b) Assets held by the Corporation upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred or conveyed in accordance with such requirements. The assets described in this Section 3(b) are set forth on Schedule 3(b).

(c) 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 shall be transferred or conveyed to one (1) or more domestic or foreign corporations, trusts, societies or organizations engaged in activity substantially similar to those of this Corporation. Assets owned by the Corporation and described in this Section 3(c) are set forth on Schedule 3(c).

(d) All other assets of the Corporation shall be distributed in accordance with the Corporation's articles of incorporation and bylaws to entities which are qualified for exemption from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as set forth in Section 4. Members of the Corporation are not entitled to any distribution of property of the Corporation.

(e) After the distribution of assets and property of the Corporation described in Sections 3(a) through (d) above, the Corporation should not have any remaining assets. Any remaining assets of the Corporation must be distributed to entities which are exempt from taxation under Section 501(c)(3) of the Code as set forth in Section 4.3(d).

4. **Specific Asset Distribution.**

(a) The Corporation shall utilize assets held as cash or cash equivalents to discharge any claims known to the Corporation or timely filed in accordance with law to the extent of such cash or cash equivalents. To the extent that the amount of claims exceed the value of the cash or cash equivalents, the Corporation shall liquidate the following assets in order of priority to satisfy said claims:

- (i) Securities traded on active markets;
- (ii) Other securities, including notes received from the sale of property of the Corporation;
- (iii) Real property;
- (iv) Tangible personal property; and
- (v) Other property.

(b) The Board of Directors shall establish reasonable reserves for claims not known at the time of the dissolution of the Corporation.

(c) Assets of the Corporation remaining after payment of claims shall be distributed to the following organizations which are exempt from taxation under Section 501(c)(3) of the Code:

- (i) Holy Trinity Episcopal Church of Melbourne, Florida, Inc. (the "Church");
- (ii) any supporting organization of the Church as defined in Section 509(a)(3) of the Code;
- (iii) any entity that is exempt from tax under Section 501(c)(3) of the Code designated by the Church; and/or
- (iv) Trinity Towers Foundation, Inc. (at such time as it becomes a supporting organization of the Church).

The amounts to be distributed shall be determined by the Board of Directors in the exercise of reasonable discretion. The Board of Directors may make periodic distributions of assets prior to the complete and final liquidation of the Corporation provided that reasonable reserves have been established to satisfy claims against the Corporation.

(d) At such times as all claims of the Corporation have been discharged and each applicable statute of limitation or repose applicable to the Corporation has expired, the Board of Directors shall distribute all remaining assets of the Corporation in accordance with Section 4(c) above.

5. **Tax Returns.** The Corporation shall cause to be filed final income tax returns with the Internal Revenue Service until all of the assets of the Corporation have been distributed in accordance with this Plan. The Corporation

shall file IRS Form 966 with the Internal Revenue Service within thirty (30) days after the adoption of this Plan.

6. **Effective Date.** This Plan will become effective by the vote or written consent of a majority of the members of the Corporation entitled to vote with respect to this Plan.

IN WITNESS WHEREOF, this Plan is hereby executed and authenticated by an officer of the Corporation on the date indicated below.

(The Rev.) Stephen W. Easterday
Reverend Stephen W. Easterday,
Director and Vice-President

Date Signed: 12/23/2013

CERTIFICATE OF COMPLIANCE

The undersigned officer of Trinity Towers, Inc. hereby certifies that the foregoing Plan of Liquidation and Distribution of Assets (the "Plan") was adopted in accordance with the requirements of Section 617.1406(1), *Florida Statutes*. By resolution, the Board of Directors recommended that the Plan be adopted by a vote of its members of the Corporation and directed that the Plan be submitted to a vote of the members. The members of the Corporation approved the Plan by unanimous vote by means of a written consent.

(The Rev.) Stephen W. Easterday
Reverend Stephen W. Easterday,
Director and Vice-President

Date Signed: 12/23/2013

Schedule 3(a)

Known Claims

Holland & Knight - \$21,921.75

GrayRobinson, P.A. - \$7,570.85

Berman Hopkins - \$6,800.00

United States Treasury - \$2,375.00

RJL Pension Services - \$3,115.00

Schedule 3(b)

Assets Held Upon Condition of Return

None

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Schedule 3(c)

Assets Held Subject to Limitations on Use

None

Notice of Corporate Dissolution

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: Trinity Towers, 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:

1. Name, address and telephone number of claimant.
2. Reasonable description of claim, including any written instrument upon which the claim is based.
3. Date the claim arose.
4. Amount of claim.
5. Total amount initially owed on obligation giving rise to claim and history of payments made on obligation.

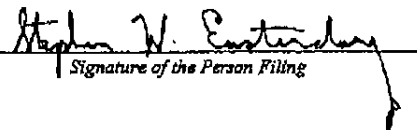
Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

1830 S. Babcock Street
Melbourne, FL 32901

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.

Stephen W. Easterday, Director and Vice-President

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