

714006

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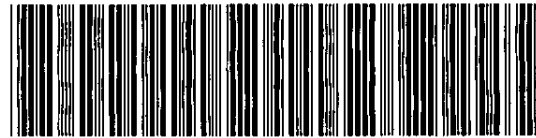
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Writer's Direct Line: (850) 425-5457

November 20, 2014

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

Re: **Florida Petroleum Marketers and  
Convenience Store Association, Inc.  
Document No.: 714006**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Dissolution for the above-referenced corporation. Also enclosed is our check in the amount of:

☐ \$35.00  
Filing Fee

☐ \$43.75  
Filing Fee &  
Certificate of Status

☒ \$43.75  
Filing Fee &  
Certified Copy

☐ \$52.50  
Filing Fee,  
Certified Copy &  
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP  
Florida Registered Paralegal

/dmw

Enclosures

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**ARTICLES OF DISSOLUTION  
OF  
FLORIDA PETROLEUM MARKETERS AND  
CONVENIENCE STORE ASSOCIATION, INC.**

Pursuant to Section 617.1403, Florida Statutes, and a Plan of Dissolution and Distribution of Assets (*Plan of Distribution*) the **Florida Petroleum Marketers and Convenience Store Association, Inc.**, a Florida not-for-profit corporation submits the following Articles of Dissolution:

1. The name of the corporation is the **Florida Petroleum Marketers and Convenience Store Association, Inc.** (hereinafter referred to as **FPMA**). The Florida Department of State document number for FPMA is 714006.
2. On the 17th day of November, 2014, the board of directors and officers of FPMA received written consent, pursuant to Section 617.0701, F.S., from the members of FPMA, approving the dissolution of the FPMA and approving the Plan of Distribution of the assets of FPMA, a true copy of which is attached hereto as **Exhibit A**. The Plan of Distribution was approved in compliance with Section 617.1406, F.S. The undersigned does hereby certify compliance with Sections 617.0701 and 617.1406, F.S., as specified above.
3. The number of written consents received from the members of FPMA in favor of dissolution was sufficient for approval of that action.
4. The effective date of dissolution shall be November 30, 2014.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 19th day of November, 2014.

**Florida Petroleum Marketers and  
Convenience Store Association, Inc.**

By: Noel D Hardy  
Noel Hardy  
Chairman of the Board

## **EXHIBIT A**

### **Plan of Dissolution and Distribution of Assets**

#### **PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS**

The Florida Petroleum Marketers and Convenience Store Association, Inc. ("FPMA") pursuant to the resolution of the Board of Directors (the "Board of Directors") and pending approval of the Marketer Members (as defined in the Bylaws of FPMA) does, pursuant to Florida Statute section 617.1406, agree and resolve to implement the dissolution of FPMA and the distribution of the assets of FPMA as outlined in this Plan of Dissolution and Distribution of Asset (herein the **Plan**).

The FPMA Board of Directors, having voted to approve this Plan, recommends this Plan be accepted by written consent of the Marketer Members of FPMA (representing the only members of FPMA entitled to vote on this matter), pursuant to Florida Statutes section 617.0701, and directs that, upon the written consent of the two-thirds of the Marketer Members of FPMA of this Plan, the Plan shall be implemented in compliance with Florida Statutes section 617.1406 and such Plan and articles of dissolution shall be filed with the Department of State. The Plan is as follows:

- 1) Following the approval of the Marketer Members as specified herein, FPMA shall file this *Plan and Articles of Dissolution of FPMA with the Florida Department of State*. Thereafter, FPMA shall not carry on any business, except as appropriate to wind up and liquidate its business and affairs, and shall proceed to collect its assets, convey and dispose of such of its properties to pay, satisfy and discharge its liabilities and obligations, and do all other acts necessary to wind up and liquidate its business and affairs.
- 2) Out of the remaining assets of FPMA, FPMA will satisfy any remaining obligations or liabilities relating thereto (in compliance with Florida Statutes section 617.1406(3)(a)).
- 3) FPMA has no assets that are held conditioned upon return in the event of dissolution as specified in Florida Statutes section 617.1406(3)(b).
- 4) The remaining assets of the FPMA shall be transferred to the Florida Retail Federation in compliance with the Bylaws of the FPMA (as amended), which assets shall be held by and used by the Florida Retail Federation in conformity with the Use of Assets agreement to be accepted by and agreed upon by the Florida Retail Federation. This distribution is in conformity with the Bylaws of the FPMA and with Florida Statutes section 617.1406(3)(c).
- 5) The officers and the Board of Directors of FMPA are authorized, empowered and directed to take all actions and to execute and file all documents that they deem necessary or advisable to accomplish the complete liquidation and dissolution of FMPA, including, but not limited to, the execution and delivery of any deeds or other transfer instruments that may be required to accomplish the dissolution.

- 6) To the extent that this Plan contradicts the articles of incorporation or the bylaws of FPMA, this agreement shall be deemed an amendment thereto.

By my signature below, I, on this 16 day of October, 2014 hereby certify compliance with the requirements contained in Section 617.1406 (1) and (2) of the Florida Statutes as relates to the above Plan of Distribution.

Noel D Hardy  
Noel Hardy, Chairman of the Board of Directors