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DIVISION OF CORPORATIONS
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APPROVED
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07 MAY 15 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss.

C. G. G. MAY 15 2007

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
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CONTACT: **TRACY SPEAR**

DATE: **05/15/07**

REF. #: **000174.68506**

CORP. NAME: **LONGBOAT KEY CENTER FOR THE ARTS, INC.**

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input checked="" type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# **310226** **FOR \$** **43.75**

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF DISSOLUTION
OF
LONGBOAT KEY CENTER FOR THE ARTS, INC.**

Pursuant to the provisions of Section 617.1403 of the Florida Statutes, the Longboat Key Center for the Arts, Inc., a non-profit corporation, adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE 1 - NAME

The name of the Corporation is Longboat Key Center for the Arts, Inc.

ARTICLE II - ADOPTION OF DISSOLUTION

The members of the Corporation are not entitled to vote on the Dissolution. The Dissolution was adopted by the Board of Governors on April 10, 2007. The number of members of the Board of Governors was twenty-three (23), twenty (20) of whom were present at the meeting. The vote in favor of the resolution was unanimous.

IN WITNESS WHEREOF, the undersigned, being the President of the Longboat Key Center for the Arts, Inc., has executed these Articles of Dissolution this 13th day of April, 2007.

LONGBOAT KEY CENTER FOR THE ARTS, INC.,
a Florida non-profit corporation

By: _____

Joan Partridge, President


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY 15 AM 10:32

APPROVED
AND
FILED

CERTIFICATE OF AUTHENTICITY

The undersigned, President of Longboat Key Center for the Arts, Inc., a Florida non-profit corporation, hereby certifies that the attached Plan of Distribution of Assets of Longboat Key Center for the Arts, Inc., a Florida non-profit corporation, is a true and correct copy and further certifies that the aforesaid document remains in full force and effect.

 IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of July, 2007.

Longboat Key Center for the Arts, Inc.,
a Florida non-profit corporation

By: 

Joan Partridge, as its President

PLAN OF DISTRIBUTION OF ASSETS
OF
LONGBOAT KEY CENTER FOR THE ARTS, INC.

This Plan of Distribution of Assets, (the "Plan"), is for the purpose of effecting the complete liquidation and dissolution of Longboat Key Center for the Arts, Inc., a Florida non-profit corporation (the "Corporation") in accordance with Section 507 of the Internal Revenue Code and Section 617 of the Florida Statutes, pursuant to the following steps:

1. Adoption of the Plan. The Plan shall be submitted to the Board of Directors of the Corporation for adoption. The Plan shall become effective upon its adoption by the affirmative vote of a majority of the Board of Directors of the Corporation.

2. Cessation of Corporation. Following the adoption of the Plan by the affirmative vote of a majority of the Board of Directors, as specified above, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up of its business and affairs, and distribution of its assets in accordance with the Plan. The Directors then in office, and the Officers, at their pleasure, shall continue in office solely for that purpose.

3. Liabilities. All of the liabilities and obligations of the Corporation have been paid and discharged and/or adequate provisions have been made.

4. Determination of Distribution of Assets. The Corporation shall distribute its assets for one or more exempt purposes within the meaning of the Internal Revenue Code Section 501(c)(3).

5. Authorization for Necessary Acts. The Directors and the Officers of the Corporation shall carry out and consummate the Plan, and shall have the power to adopt all resolutions, execute all documents and file all papers, and take all other action they deem necessary or desirable for the purposes of effecting the dissolution of the Corporation and the complete liquidation of its business and affairs.