

717131

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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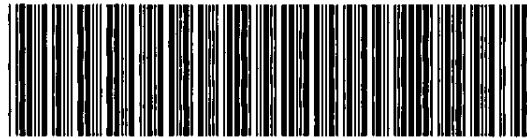
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of The Brevard Museum, Inc.

Document Number: 717131

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

Please return all correspondence concerning this matter to the following:

Emily L. Bailey, President

(Name of Contact Person)

The Brevard Museum, Inc.

(Firm/Company)

2201 Michigan Avenue

(Address)

Cocoa, Florida 32926

(City/State and Zip Code)

For further information concerning this matter, please call:

Emily Bailey

(Name of Contact Person)

at (321) 637-0777

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35 Filing Fee

☐ \$43 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6317
Tallahassee, FL 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FL

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:

The Brevard Museum, Inc.

SECOND: The document number of the corporation (if known): 717131

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 meeting of members at which the resolution to dissolve was adopted

_____. The number of votes cast by 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 July 10, 2014

The number of directors in office was 6 and the vote for resolution was 6 for and 0 against. (Must be a majority vote)

FOURTH: Effective date of dissolution, if applicable: November 1, 2014
(no more than 90 days after dissolution file date)

Signature: _____

(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)

Emily L. Bailey

(Typed or printed name of person signing)

Board President

(Title of person signing)

Filing Fee: \$35

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF
CORPORATE RESOLUTIONS**

I, Emily Bailey, President of THE BREVARD MUSEUM, INC., a Florida non-profit corporation (the "**Corporation**"), do hereby certify that the following is a true and complete copy of the resolutions adopted by a majority of the directors of the Corporation, at a meeting held on July 10, 2014:

RESOLVED, the Corporation approved the sale of certain assets of the Corporation to The Florida Historical Society, a Florida non-profit corporation ("**FHS**"), and the execution of that certain Asset Purchase Agreement between the Corporation, as Seller, and FHS as Purchaser, dated August 23, 2014 (the "**Purchase Agreement**"); and

RESOLVED, that the Directors desire to authorize certain of the officers of the Corporation to enter into and deliver all documents necessary or desirable, in the sole discretion of such officers, to consummate the sale of the Corporation assets (the "**Transaction**") on the Corporation's behalf; and

RESOLVED, that the Directors authorize Emily Bailey, President of the Corporation, and Nancy Rader, Executive Director of the Corporation, or either of them acting alone, as the authorized officers of the Corporation (the "**Authorized Officers**"), to enter into and deliver all documents necessary or desirable, in the sole discretion of the Authorized Officers, or either of them acting alone, to consummate the Transaction on the Corporation's behalf; and

FURTHER RESOLVED, that the Directors hereby ratify, confirm, and approve all of the prior, lawful and appropriate actions taken by the Authorized Officers on the Corporation's behalf in connection with the Transaction, including execution by one or more of the Authorized Officers of the Purchase Agreement; and.

FURTHER RESOLVED, that the Authorized Officers, or either Authorized Officer, acting alone, be and hereby are authorized, empowered, and directed, in the name and on behalf of the Corporation, to take such additional actions and to execute and deliver such additional documents and instruments necessary or desirable, in the sole discretion of the Authorized Officers, or either of them acting alone, to implement the foregoing resolutions, the authority for the taking of such actions and the execution and delivery of such documents and instruments to be conclusively evidenced thereby.

I FURTHER CERTIFY (i) that the above Resolutions were duly and regularly enacted at a meeting of the Board of Directors called for that purpose and held in accordance with the Articles of Incorporation and By-Laws of the Corporation and the statutes of the State of Florida; (ii) that the Directors of the Corporation have full power and authority to bind the Corporation pursuant thereto; and (iii) that the Resolutions are in full force and effect and have not been altered, modified, or rescinded in any way.

IN WITNESS WHEREOF, I have affixed my name as President of the Corporation, on
this ____ day of September, 2014

Emily Bailey, President
Emily Bailey, President

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SEAL OF THE STATE
TALLAHASSEE FL 32303