

726184

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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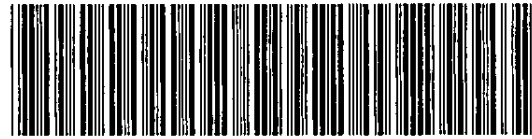
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
14 AUG 20 PM 2:43

Dissolution

AUG 29 2014

T. CARTER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: STEPPIN' STONE FARM, INC.

DOCUMENT NUMBER: 726184

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

Please return all correspondence concerning this matter to the following:

STEVEN L. SPARKMAN

(Name of Contact Person)

STEVEN L. SPARKMAN, P.A.

(Firm/Company)

P.O. BOX 2058

(Address)

PLANT CITY, FL 33564-2058

(City/State and Zip Code)

For further information concerning this matter, please call:

STEVEN L. SPARKMAN at **813** **759-1444**

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 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 6327
Tallahassee, FL 32314

STREET ADDRESS:

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

STEVEN L. SPARKMAN, P.A.

ATTORNEY AT LAW

Mailing Address:
Post Office Box 2058
Plant City, Florida 33564-2058

Street Address:
102 W. Reynolds St., Suite 201
Plant City, Florida 33563-3305

Telephone: (813) 759-1444
Facsimile: (813) 759-6777
E-Mail: sis@sparklaw.com

August 20, 2014

Via UPS Next Day Air Saver
Tracking Number:
1Z 5Y5 54R 13 9644 8188

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Steppin' Stone Farm, Inc.
Document #: 726184

Ladies and Gentlemen:

Enclosed for filing with regard to the above-captioned not for profit Florida corporation are the following:

1. this firm's check in the amount of \$35.00 payable to Florida Department of State in payment of the Filing Fee for Articles of Dissolution;
2. FDOS Form Cover Letter;
3. Articles of Dissolution; and
4. Plan of Liquidation and Distribution of Assets certified by the corporation's president and secretary.

If anything additional is required to complete this filing, please contact the undersigned at your earliest opportunity. Thank you for your kind attention to this matter.

Sincerely yours,



Steven L. Sparkman

SLS:pt
Enclosures

cc: Cynthia S. Churchill, Executive Director

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:

STEPPIN' STONE FARM, INC.

SECOND: The document number of the corporation (if known): 726184

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 the 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 AUG. 19, 2014.

The number of directors in office was 8 and the vote for resolution was 8 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: N/A
(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)

EDWARD H. KEISER, JR.

(Typed or printed name of person signing)

PRESIDENT/DIRECTOR

(Title of person signing)

Filing Fee: \$35

FILED
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TALLAHASSEE, FLORIDA
14 AUG 20 PM 2:43

**PLAN OF LIQUIDATION AND DISTRIBUTION
OF ASSETS OF
STEPPIN' STONE FARM, INC.,
a Florida not-for-profit corporation**

Authorization for Dissolution

1. On February 23, 2014, the Board of Directors of the Corporation, a corporation having no members entitled to vote on the matter, adopted a Resolution that the Corporation be dissolved.

Approval and Adoption of the Plan

2. The Board of Directors has determined that it is in the best interests of the Corporation that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which Steppin' Stone Farm, Inc. shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to one or more nonprofit organizations engaged in activities substantially similar to those formerly conducted by the Corporation. This plan shall become effective on the date on which it is approved and adopted by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "effective date."

Cessation of Business

3. After the effective date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its assets pending liquidation and distribution.

Sale of Assets

4. After the effective date, the Board of Directors and the Officers of the Corporation shall sell any farm animals that are not reclaimed by their donors, except horses not reclaimed by their donors which are to be donated to Florida Baptist Children's Homes, Inc. a Florida not for profit corporation more particularly described in Paragraph 6 below. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Corporation. The Board of Directors and the Officers of the Corporation may execute any instruments that are necessary for the transfer of title to the sold assets.

Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to other nonprofit corporations engaged in substantially similar activities, the Board of Directors and the Officers shall pay all of the known or ascertainable debts and liabilities of the Corporation. The Corporation shall set aside the sum of Fifty Thousand Dollars (\$50,000.00) to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes, for reimbursement to the State of Florida of any reemployment benefits the state may properly pay to former employees of the Corporation attributable to their service in the employ

of the Corporation, in accordance with the Corporation's status as a reimbursing not for profit employer under Chapter 443, Florida Statutes, and expenses of liquidation and dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to the nonprofit corporations identified in Paragraph 6 below, in the percentage shares provided for in subparagraph 6.g. The reserve fund shall be held in an escrow account to be established and held in trust by the Corporation's auditors, Connett & Anagnost CPA's, P.A., 604 East Morgan Street, Brandon, Florida 33510, and to be disbursed by them in accordance with procedures to be established by an Escrow Agreement between Connett & Anagnost CPA's, P.A. and the Corporation.

Distribution of Assets

6. After payment of, or provision for, all the known debts and liabilities of the Corporation, the Board of Directors and Officers of the Corporation shall distribute the remaining corporate assets to the following nonprofit corporations in the following manner, as soon as reasonably possible after the effective date of this plan, unless a specific time is otherwise provided for below:

- a. Account #1140-5890 at Charles Schwab, 1958 Summit Park Boulevard, Orlando, Florida 32810, and Account #0060018049486 at Sunshine State Federal Savings, 102 W. Baker Street, Plant City, Florida 33563 shall be transferred to Florida Baptist Children's Homes, Inc., a Florida not-for-profit corporation ("FBCH"), 1015 Sikes Boulevard, Lakeland, Florida 33815, to be administered by FBCH for the period ending August 31, 2019, as a fund available for the award of scholarships for the pursuit of higher academic degrees, vocational or technical training, to alumnae of the Steppin' Stone Farm school who, since leaving the Farm, have demonstrated consistent adherence to the Christian values taught at Steppin' Stone Farm.
- b. All of the funds remaining in Account #0300018021794 at Sunshine State Federal Savings, 102 W. Baker Street, Plant City, Florida 33563, after the establishment of the reserve fund in escrow with Connett & Anagnost, CPA's, P.A., as provided for in Paragraph 5 above, shall be paid to FBCH.
- c. If any perishable or other food items or supplies remain on hand, they shall be donated to FBCH, The Florida United Methodist Children's Home, Inc., a Florida not-for-profit corporation ("FUMCH"), 51 Children's Way, Enterprise, Florida 32725, or to such other ministries affiliated with the Florida Association of Christian Child Caring Agencies, Inc., P.O. Box 1862, Lake City, Florida 32056, as may be determined by the Executive Director of the Corporation.
- d. The titles to the following motor vehicles and trailer shall be transferred to FBCH:
 - i. 2012 Ford passenger bus, VIN#1FDGF5GYXCEA26579;
 - ii. 1998 Chevrolet/TurtleTop passenger bus, VIN#1GBJG31J1V1001379;
 - iii. 2001 Ford Expedition, VIN#1FMRU17L01LB66628;

PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS

Steppin' Stone Farm, Inc.

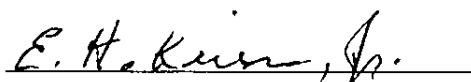
- iv. 2000 Ford F250 truck, VIN#1FTNX20L4YEA50891; and
- v. 1973 Hanover Horse Trailer, Serial #TXC366762.
- e. The title to the Corporation's real property in Lithia, Florida 33547, Hillsborough County Property Appraiser's Property ID#U-11-30-22-ZZZ-000005-14730.0, shall be deeded to FBCH on or before August 31, 2014, the actual date of conveyance to be determined by the President in consultation with the Executive Director.
- f. All furniture, fixtures and equipment of the Corporation remaining on the property at 8421 Pritcher Road, Lithia, Florida 33547, that do not require a State of Florida issued certificate of title, shall be transferred to FBCH by Bill of Sale to be delivered on or before August 31, 2014, as determined by President in consultation with the Executive Director.
- g. Any unexpended amount remaining: [i] in the reserve fund established under Paragraph 5 above as of April 1, 2015; and [ii] in the scholarship fund transferred to FBCH under subparagraph 6.a. above as of September 1, 2019; [iii] shall be paid ninety percent (90%) to FBCH and ten percent (10%) to FUMCH by the parties holding such funds as of the dates specified above, to be used for their charitable purposes without further restrictions under this plan.

Powers of Directors and Officers

7. The Board of Directors and the Officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the recipient nonprofit corporations and the execution of all documents required by state and federal law to effect the dissolution of the Corporation.

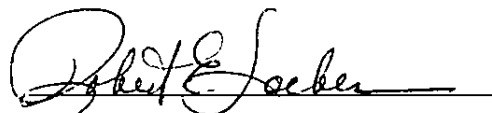
THE UNDERSIGNED hereby certify that the foregoing PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS was approved effective August 19, 2014, by unanimous written consent of all current members of the Board of Directors of Steppin' Stone Farm, Inc., a Florida not for profit corporation not having non-director members, such action by written consent having been undertaken in accordance with, and being the equivalent of a meeting vote as provided by, §617.0821, Florida Statutes, thus satisfying the requirements of §617.1406(2), Florida Statutes, for approval of such plan.

Dated: August 19, 2014



Edward H. Keiser, Jr., President

ATTEST:



Robert "Bob" Loeber, Secretary

[SEAL]