

737449

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB 12 PM 2:55

Diss. w/
Notice

FEB 15 2013

T. BROWN

LAW OFFICES
CIKLIN LUBITZ MARTENS & O'CONNELL
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

BRUCE G. ALEXANDER, P.A.
JERALD S. BEER, P.A.
JOHN D. BOYKIN, P.A.
RICHARD R. CHAVES, P.A.
PATRICIA M. CHRISTIANSEN, P.A.
ALAN J. CIKLIN, P.A.
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JESSICA CALLOW MASON
BRIAN M. O'CONNELL, P.A.
PHIL D. O'CONNELL, P.A.
CHARLES L. PICKETT, P.A.
MATTHEW N. THIBAUT, P.A.
DEAN VEGOSEN, P.L.
GARY WALK, P.A.
LAURA O. ZBOROWSKI

PHILLIP D. O'CONNELL, SR. (1907-1987)

OF COUNSEL
MICHAEL J. KENNEDY, P.A.
MICHAEL J. MONCHICK, P.A.
KEITH J. PUYA, P.A.
KEVIN D. WILKINSON, P.A.
JOHN R. YOUNG, P.A.

515 NORTH FLAGLER DRIVE, 20TH FLOOR
WEST PALM BEACH, FLORIDA 33401-4343
TELEPHONE: (561) 832-5900
FACSIMILE: (561) 833-4209

February 7, 2013

Amendment Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dissolution of The Haven, Inc. (Document Number 737449)

To Whom It May Concern:

Enclosed are the following documents for filing and for the records of the Divisions of Corporations:

1. Original of executed Articles of Dissolution for The Haven, Inc.
2. A copy of the Articles of Dissolution and a check in the amount \$52.50 which represents the filing fee, fee for Certificate of Status and Certified Copy.
3. Original Certified Copy of Resolution of the Board of Directors of The Haven, Inc. which authorized the dissolution and distribution of assets meeting the requirements of Florida Statutes Section 617.1406(4) and complying with Section 617.1406(2).
4. A copy of the Plan of Distribution of Assets of The Haven, Inc. as required by Section 617.1406.
5. The original of the Notice of Corporate Dissolution in compliance with Section 617.1407(1)(a) for the purpose of notifying unknown claimants of the dissolution.

Please be advised that the date of the dissolution was February 4, 2013. If you have any questions please do not hesitate to contact me.

Very truly yours,



Gregory S. Kino

GSK:sfd
Enclosures

Cc: Don Stewart (via email)
Charles Bender (via email)

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of The Haven, Inc.

DOCUMENT NUMBER: 737449

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

Please return all correspondence concerning this matter to the following:

Don Stewart / Charles Bender

(Name of Contact Person)

The Haven, Inc. /The Place of Hope at Haven Campus, Inc.

(Firm/Company)

21441 Boca Rio Road

(Address)

Boca Raton, Florida 33433

(City/State and Zip Code)

For further information concerning this matter, please call:

Don Stewart

(Name of Contact Person)

at 954 , 478-2115

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

EXHIBIT "A"
ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB 12 PM 2:55

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 Haven, Inc.

SECOND:

The document number of the corporation (if known): 737449

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 the 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.

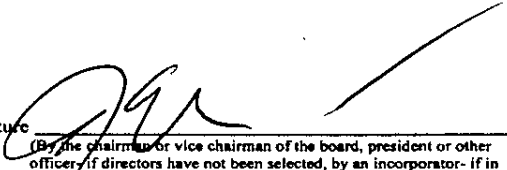
The date of adoption of the resolution by the board of directors was January 23, 2013

The number of directors in office was 9 and the vote for resolution was

9 for and 0 against. (Must be a majority vote)

FOURTH: Effective date of dissolution if applicable: **February 4, 2013**
(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.)

Seth Ellis

(Typed or printed name of the person signing)

Chairman

(Title of person signing)

FILING FEE: \$35

NOTICE OF CORPORATE DISSOLUTION

This notice is submitted by the dissolved corporation named below for the resolution of payment of unknown claims against this corporation as provided for in Section 617.1407, Florida Statute.

Name of Corporation: THE HAVEN, INC.

Date of Dissolution: February 4, 2013.

Any claim that is submitted must include specific details of the claim, including the date of the action or actions which led to the claim, the legal basis for such claim and the dollar amount of the claim.

Any claim may be sent to The Haven, Inc., a dissolved corporation, 21441 Boca Rio Road, Boca Raton, Florida 33433.

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within four years after the filing of this notice with the Department of State.

I hereby attest and affirm that the facts stated herein are true and accurate.

Date

1/23/13

Seth Ellis, Chairman

PLAN OF DISTRIBUTION OF ASSETS OF THE HAVEN, INC.

Pursuant to Florida Statutes Section 617.14706, and Corporate Resolution properly adopted in accordance with its Bylaws and Florida law, The Haven, Inc. (the "Corporation") hereby adopts the following plan of distribution of assets:

1. Known Liabilities and Obligations: All known liabilities and obligations of the Corporation are hereby to be paid and discharged, or a reasonable reserve has been retained to cover any known liabilities or obligations to be paid within fifty (50) days of filing the Articles of Dissolution, at the time of the distribution of the assets pursuant to Paragraph 2.
2. Distribution of Assets: All of the Corporation's real and personal property shall be conveyed to The Place of Hope at The Haven Campus, Inc., a Florida not for profit corporation, which has applied to be treated as a 501(c)(3) tax exempt entity with the Internal Revenue Service consistent with Florida law and the Corporation's Amended and Restated Articles of Incorporation and Bylaws. Further, The Place of Hope at The Haven Campus, Inc. agrees that if its status as a 501(c)(3) tax exempt entity is denied, it shall distribute the assets to Place of Hope, Inc. or its affiliates that qualify as a 501(c)(3) tax exempt entity.
3. Provision for Unknown Claims: Pursuant to Florida Statutes Section 617.1407(1)(a) governing unknown claims against dissolved corporations, the Corporation shall file the Notice of Corporate Dissolution attached as Exhibit "B-1" with the Florida Department of State which shall govern the claims of persons having claims against the Corporation which are not known to the Corporation at the time of dissolution.

**CERTIFIED COPY OF RESOLUTION OF THE BOARD OF DIRECTORS
OF THE HAVEN, INC. GOVERNING THE PLAN OF DISTRIBUTION OF ASSETS**

I, Seth Ellis, the Chairman and I, Scott Berger, the Secretary of **The Haven, Inc.**, a Florida not-for-profit corporation ("Corporation"), do hereby certify that at a meeting of the Board of Directors of said Corporation duly called and held in the City of Boca Raton, State of Florida on the 23rd day of January, 2013, the Corporation agreed, adopted, consented to and ordered the following corporate action:

WHEREAS, the Corporation desires to dissolve and wind up its corporate affairs pursuant to Florida Statutes Section 617.1402(2), Article 1g and VI of its Amended and Restated Articles of Incorporation and Article XI of the Corporation's Bylaws and desires to adopt the Articles of Dissolution attached hereto as Exhibit "A"; and

WHEREAS, the Corporation desires to adopt a plan of distribution of assets pursuant to Section 617.1406(2), with such Plan of Distribution of Assets being attached hereto as Exhibit "B".

NOW, THEREFORE:

BE IT RESOLVED, that the Articles of Dissolution and Plan of Distribution of Assets attached hereto as Exhibits "A" and "B", respectively, are hereby adopted, approved and consented to and Seth Ellis, the Corporation Chairman is authorized and directed on behalf of the Corporation to deliver to the Florida Department of State a copy of the Articles of Dissolution, Plan of Distribution of Assets and the Notice of Corporate Dissolution attached thereto, and to carry out the purpose or intent of the foregoing resolution; and

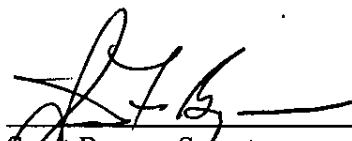
BE IT FURTHER RESOLVED, that at a duly called Meeting, a majority of the following directors of the Corporation, being all of the directors then in office duly, authorized and acting approved this corporate resolution (an affirmative vote is indicated by an "X" adjacent to the director's name):

| | |
|----------|-----------------------------------|
| <u>X</u> | Seth Ellis, Chairman |
| <u>X</u> | Scott Berger, Secretary/Treasurer |
| <u>X</u> | Peter Baronoff, Director |
| <u>X</u> | J.R. Davis, Director |
| <u>X</u> | Guy Fronstin, Director |
| <u>X</u> | Scott Jordan, Director |
| <u>X</u> | Peter Schosheim, Director |
| <u>X</u> | Derek Vander Ploeg, Director |
| <u>X</u> | Dianne Wright, Director |

I FURTHER CERTIFY that the meeting of the Directors at which the foregoing resolution was adopted was legally called and held in accordance with the Articles and Bylaws of said Corporation, that the resolution is in accordance with said Articles and Bylaws, that the acts authorized by the resolution are within the powers and scope of authority of the Corporation, and that there are no shareholders of the Corporation that are entitled to vote as a prerequisite to the corporate actions authorized in the foregoing resolution, and that the resolution has not been modified or rescinded.

IN WITNESS WHEREOF, the undersigned, as the Chairman and Secretary of The Haven, Inc., hereby executes this Resolution on behalf of the Corporation this 23rd day of January, 2013.


Seth Ellis, Chairman

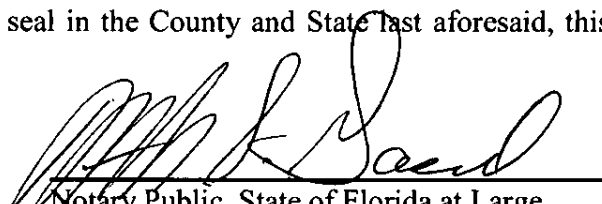

Scott Berger, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally came and appeared Seth Ellis as Chairman and Scott Berger as Secretary of The Haven, Inc., a Florida not for profit corporation, who produced as identification thereof a Driver's License, showing them to be the individuals who executed the foregoing instrument and who acknowledged to and before me that they executed the same for the purposes therein expressed.

23rd WITNESS my hand and official seal in the County and State last aforesaid, this day of January, 2013.


Notary Public, State of Florida at Large

My commission expires:

