

743077

FRANK L. SCHIAVO  
1095 MCKEAN CIRCLE  
WINTER PARK, FL 32789

February 4, 2000

Secretary of State  
The Capitol  
Tallahassee, FL

RE: WINTER PARK SUNRISE KIWANIS CLUB, INC.

400003128044--5  
-02/08/00--01006--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed are Articles of Dissolution, Plan of Liquidation and Distribution of Assets, and Directors' Resolution (original and copy) of the above for profit corporation.

I request the original be filed, the copy marked (it need not be certified) and returned to me at the above address.

Also enclosed is a check in the sum of \$35.00 to cover your filing fee.

Very truly yours,



Frank L. Schiavo, Esq.  
Encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 16 PM 1:32

Dissolution  
LFS  
2-17-2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 8, 2000

Frank L. Schiavo, Esquire  
1095 McKean Circle  
Winter Park, FL 32789

SUBJECT: WINTER PARK SUNRISE KIWANIS CLUB, INC.  
Ref. Number: 743077

We have received your document for WINTER PARK SUNRISE KIWANIS CLUB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Articles of Dissolution for a nonprofit corporation must comply with either section 617.1401 or 617.1403, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 100A00006484

RECEIVED  
00 FEB 16 AM 8:34  
DIVISION OF CORPORATIONS

Frank L. Schiavo, Esq.  
1095 McKean Circle  
Winter Park, FL 32789

February 14, 2000

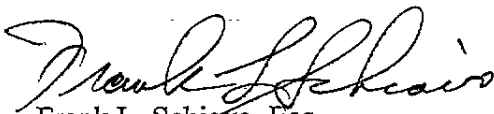
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Winter Park Sunrise Kiwanis Club, Inc.

Gentlemen:

Enclosed is the corrected document reciting the proper statute section under which the documents are filed. I apologize for the error.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Frank L. Schiavo".

Frank L. Schiavo, Esq.  
Encl.

ARTICLES OF DISSOLUTION  
OF  
WINTER PARK SUNRISE KIWANIS CLUB, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 16 PM 1:32

Pursuant to Section 617.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

First: The name of the Corporation is WINTER PARK SUNRISE KIWANIS CLUB, INC..

Second: The dissolution was authorized on January 6, 2000, by the Board of Directors, the members not being entitled to vote.

Third: These Articles of Dissolution will take effect upon the filing with the Secretary of State.

Dated: 1/06/2000

WINTER PARK SUNRISE KIWANIS CLUB,  
INC.

By: James C. Allison  
James C. Allison, President

By: Robert G. Melanson  
Robert G. Melanson, Secretary

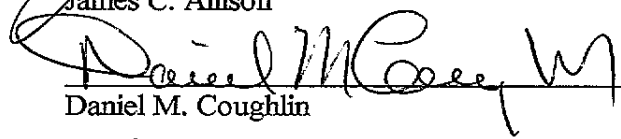
PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS  
OF  
WINTER PARK SUNRISE KIWANIS CLUB, INC.

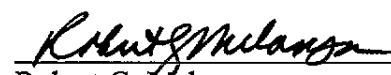
Authorization for Dissolution

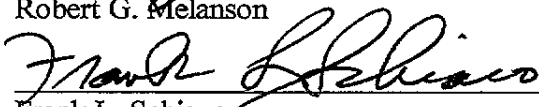
1. On January 6, 2000, the Board of Directors of the Corporation adopted and approved a resolution that the Corporation be dissolved, the members not being entitled to vote. The date of Board adoption and approval of the plan is hereafter referred to as the "effective date."
2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its members that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution.
3. After the effective date, the Board of Directors and the Officers of the Corporation shall sell all of the assets of the Corporation. 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 and its members. The Board of Directors may execute any instruments that are necessary to transfer title to the property and assets.
4. Prior to making any distribution of corporate assets, the Board of Directors and the officers shall pay all of the known or ascertainable debts of the Corporation.
5. After payment of all of the known or ascertainable debts and liabilities of the Corporation, the Board of Directors and Officers of the Corporation shall distribute the remaining assets of the Corporation to the Kiwanis Club of Casselberry Winter Park, Inc., a Florida Not For Profit corporation.
6. The Board of Directors and officers of the Corporation shall carry out the provisions of this plan and shall take all actions 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 transfer title, and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Dated: 1/06/00

  
James C. Allison

  
Daniel M. Coughlin

  
Robert G. Melanson

  
Frank L. Schiavo

UNANIMOUS CONSENT OF DIRECTORS OF  
WINTER PARK SUNRISE KIWANIS CLUB, INC.  
A CORPORATION NOT FOR PROFIT  
IN LIEU OF FORMAL MEETING

The undersigned, being all the directors of the above named Corporation, hereby waive a formal meeting and consent to the following action which shall have the same effect as if taken and adopted at a formal meeting:

WHEREAS, the membership of the Corporation has dwindled to such a point that it is no longer feasible for the Corporation to continue its existence, it is hereby

RESOLVED, that the Corporation be dissolved;

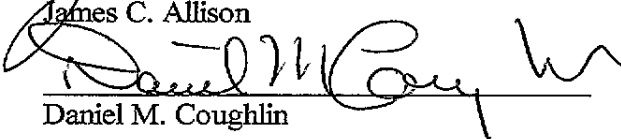
RESOLVED FURTHER, that the officers are authorized to take all actions necessary to wind up the affairs of the Corporation;

RESOLVED FURTHER, that the officers of the Corporation are authorized to apply the assets of the Corporation to the payment of its known debts and obligations, and after disposing of the assets of the Corporation and making suitable provision for the payment of all of its known debts, the officers are authorized to distribute the remainder of the Corporation's assets to such organizations that will permit their use only for charitable, religious, educational, or similar purposes;

RESOLVED FURTHER, that the proposed plan of liquidation, a copy of which is attached to this resolution, is hereby approved.

Executed this 6<sup>th</sup> day of January, 2000, at Winter Park, Florida.

  
James C. Allison

  
Daniel M. Coughlin

  
Robert G. Melanson

  
Frank L. Schiavo