

746085

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DISSOLUTION OR WITHDRAWAL

GULF COAST MUSEUM OF ART, INC.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

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IN REPLY REFER TO:

Clearwater

April 1, 2009

Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Gulf Coast Museum of Art, Inc. / Document # 746085

Dear Sir or Madam:

On behalf of Gulf Coast Museum of Art, Inc., a Florida not-for-profit corporation, enclosed herewith find:

1. Certificate of Corporate Resolution to Dissolve, approved by the Board of Trustee on 1/13/09.
2. Articles of Dissolution, including composite Exhibit "A", which is the Plan of Distribution approved by the membership at a duly called meeting on 2/2/09.
3. Our firm account coversheet reflecting required filing fees to be deducted from our account.

If you have any questions, please do not hesitate to contact my office; absent any questions, please provide us with confirmation that this corporation has been dissolved.

Sincerely yours,


Harry S. Chime

HSC:koh
Enclosures

cc: Gulf Coast Museum of Art, Inc.

CERTIFICATE OF CORPORATE RESOLUTION**TO DISSOLVE****GULF COAST MUSEUM OF ART, INC.**

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I, **DAVID BARSHEL**, President of **GULF COAST MUSEUM OF ART, INC.**, a Florida not-for-profit corporation, the "Corporation", do hereby certify that at a meeting of the Board of Trustees of the Corporation, duly held January 13, 2009, in accordance with its Articles and Bylaws, in which a quorum was present and acting throughout, the following resolutions were duly moved, seconded and unanimously approved.

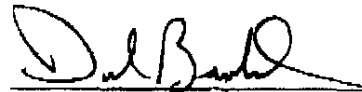
RESOLVED that the Corporation shall be, and the same is hereby, dissolved and that legal counsel be retained to prepare the necessary documentation to be filed with the State of Florida to effect such dissolution. It is

FURTHER RESOLVED that a meeting of the membership be called as expeditiously as possible, to present a Plan of Distribution of all of the corporate assets to Internal Revenue Code, § 501(c)(3) charities, as required by law and the Articles of Incorporation for the Corporation to finalize dissolution.

The undersigned certifies the foregoing resolutions have been duly approved as aforesaid and all actions contemplated herein have been duly authorized.

I further certify that the foregoing resolutions remain in full force and effect, have not been rescinded or modified, and conform with the Articles of Incorporation and Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunder set my hand as President of said Corporation and affix this corporate seal, this 30th day of January, 2009.



DAVID BARSHEL, President

(CORPORATE SEAL)

ARTICLES OF DISSOLUTION
OF
GULF COAST MUSEUM OF ART, INC.,
a Florida corporation not-for-profit

The name of the corporation being dissolved is the **GULF COAST MUSEUM OF ART, INC., a Florida not-for-profit corporation, f/k/a FLORIDA GULF COAST ART CENTER, INC.**

ARTICLE I

The date of filing of Articles of Incorporation was January 8, 1936 as the same have thereafter been amended.

ARTICLE II

The Board of Trustees adopted a resolution dated the 13th day of January, 2009, dissolving the corporation. Consistent with Article VI of the Articles of Incorporation, the membership, at a special meeting held February 2, 2009, at 9:00 a.m. in the auditorium at the Gulf Coast Museum of Art located at 12211 Walsingham Road, Largo, FL 33778, adopted a Plan of Distribution which is attached hereto as Exhibit "A", and incorporated herein by reference.

ARTICLE III

No debts of the corporation remain unpaid, or will remain unpaid, upon the completion of the dissolution, and distribution of assets in accordance with the adopted plan of distribution.

ARTICLE IV

Dissolution shall be effective upon filing with the Secretary of State, in and for the State of Florida.

ARTICLE V

The corporation shall proceed to conduct its affairs to the extent appropriate to wind up and liquidate, as authorized by § 617.1405, Fla. Stat.

EXECUTED this 2nd day of February, 2009.

GULF COAST MUSEUM OF ART, INC.

By: _____

David Barshel, President



**MEMBERSHIP MEETING PROXY
PROXY FOR THE METHOD OF FINAL LIQUIDATION AND DISTRIBUTION
OF CORPORATE
ASSETS OF THE GULF COAST MUSEUM OF ART**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES

A. The undersigned hereby authorizes the Board of Trustees to vote on my behalf at the Meeting of the Membership held on February 2, 2009, and any adjournment thereof, to distribute all assets to a 501(c)(3) organization as directed below or as subsequently determined by the Board of Trustees, and to adopt a Plan of Distribution incident to the dissolution of the corporation, with asset to be distributed to one or more of the following:

Art Center
Bass Museum of Art
Boca Raton Museum of Art
Bonnet House Museum & Gardens
Cornell Fine Arts Museum
Cummer Museum of Art & Gardens
Fairchild Tropical Botanic Garden
Flagler Museum
Florida Craftsman
Florida Holocaust Museum
Florida Museum of Natural History
Harn Museum of Art
Henry B. Plant Museum
Historic Spanish Point
Historical Museum of Southern Florida
Jewish Museum of Florida
The John and Mable Ringling Museum of Art
Lowe Art Museum, University of Miami
Marie Selby Botanical Gardens
Mel Fisher Maritime Museum
Miami Art Museum
Miami Science Museum
The Morikami Museum and Japanese Gardens
MQSI (Museum of Science & Industry)

Museum of Art
Museum of Arts and Sciences
Museum of Contemporary Art in Miami
Museum of Discovery & Science
Museum of Fine Arts
Museum of Fine Arts Florida State Univ.
Museum of Florida History
Museum of Science and History
National Museum of Naval Aviation
Norton Museum of Art
Orange County Regional History Center
Orlando Museum of Art
Orlando Science Center
The Patricia & Phillip Frost Art Museum
Pensacola Museum of Art
Polk Museum of Art
Salvador Dali Museum
Society of the Four Arts
Tallahassee Museum
Tampa Museum of Art
University of South Florida Contemporary
Art Museum
Vero Beach Museum of Art
Vizcaya Museum and Gardens
The Wolfsonian-Florida International
University

PLAN OF DISTRIBUTION APPROVED AT A SPECIAL MEETING OF THE MEMBERSHIP ON FEBRUARY 2, 2009, AT WHICH TIME A QUORUM WAS PRESENT, BY A VOTE OF FORTY-ONE (41) FOR AND SEVEN (7) AGAINST, ADOPTING A RESOLUTION TO APPROVE THE ABOVE PLAN OF DISTRIBUTION, OR TO SUCH OTHER ENTITIES HAVING AN APPROVED IRC 501(c)(3) DESIGNATION AS DETERMINED BY THE BOARD.

B. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions be made therefore and distribution of assets shall be consistent with § 617.1406, Fla. Stat., providing for Plan of Distribution of assets incident to dissolution of the corporation.

____ FOR THE PROPOSED ACTION ABOVE
____ AGAINST THE PROPOSED ACTION ABOVE