

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I199900000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

**DISSOLUTION OR WITHDRAWAL
CARL S. SWISHER FOUNDATION INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$35.00 |

R. WHITE
DEC 11 2018

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TALLAHASSEE, FL

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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:
Carl S. Swisher Foundation, Inc.

SECOND: The document number of the corporation (if known): 748930

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 _____

The number of directors in office was 3 and the vote for resolution was _____ for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: December 31, 2018.

(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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)

James P. Stevens

(Typed or printed name of person signing)

Treasurer and Director

(Title of person signing)

Filing Fee: \$35

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Notice of Corporate Dissolution

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

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Carl S. Swisher Foundation, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.

Description of information that must be included in a claim:

The name, address, and telephone number of the claimant, and the name, address, and telephone number of the claimant's attorney, if any. If the claimant is not represented by an attorney, the preferred method by which the claimant may be contacted. A description of the claim, including a summary of the facts giving rise thereto and the claimant's reason to believe the Corporation is liable therefor, and the harm suffered by claimant.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Fisher, Tousey, Leas & Ball, PA
Attention: Clay B. Tousey, III, Esq.
501 Riverside Avenue, Suite 600
Jacksonville, Florida 32202

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

James P. Stevens
Printed Name of the Person Filing


Signature of the Person Filing

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Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

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PLAN OF DISTRIBUTION
of
CARL S. SWISHER FOUNDATION, INC.

This Plan of Distribution (this "**Plan**"), dated as of August 29, 2018, is intended to liquidate the assets of the Carl S. Swisher Foundation, Inc., a Florida not-for-profit corporation (the "**Corporation**") in accordance with the Chapter 617, Florida Statutes.

1. **APPROVAL OF THE PLAN.** This Plan shall become effective upon the approval and adoption thereof by the affirmative vote of a majority of the Members entitled to vote, as evidenced by the officer's certificate of compliance, attached hereto as EXHIBIT A.

2. **PAYMENT OF LIABILITIES AND OBLIGATIONS.** Upon the approval and adoption of the Plan by the Members of the Corporation, the Corporation shall pay or make provision for the payment of all obligations of, all liabilities of, and claims against the Corporation.

3. **INDEMNIFICATION.** The Corporation shall continue to indemnify its officers, Directors (as also known as Corporation "**Trustees**"), and employees in accordance with the Florida statutes, the Corporation's Articles of Incorporation, Bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy (as applicable), for acts and omissions in connection with the implementation of this Plan.

4. **TRANSFER OF ASSETS.** All assets held by the Corporation upon condition requiring return, transfer, or conveyance by reason of liquidation shall be returned, transferred, or conveyed in accordance with the requirements set forth in the Articles of Incorporation or the Bylaws, in the manner specified in EXHIBIT B-I.

5. **CHARITABLE ASSETS.** All assets received and held by the Corporation for charitable purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to Jacksonville University, a Florida not-for-profit corporation that has been determined by the Internal Revenue Service to be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "**Code**"), and that is specifically an "educational organization which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on," as described in Code Section 170(b)(1)(A)(ii).

6. **OTHER ASSETS.** All other assets, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distributions to others, in the manner specified in EXHIBIT B-II.

7. **REMAINING ASSETS.** Any remaining assets shall be distributed in the manner specified in EXHIBIT B-III.

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8. **MISCELLANEOUS.** Subject to the foregoing, the Corporation, by and through the Trustees, has discretion in determining the manner and timing in which the distributions are to be completed. Distributions pursuant to this Plan or any other requirements of the Florida statutes may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such.

IN WITNESS WHEREOF, the Corporation has approved the liquidation and adopted this Plan as of August 29, 2018.

CARL S. SWISHER FOUNDATION, INC.,
a Florida not-for-profit corporation

By: James P. Stelens
Name: James P. Stelens
Title: Officer and Director
TREASURER

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EXHIBIT A

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OFFICER'S CERTIFICATE OF COMPLIANCE
of
CARL S. SWISHER FOUNDATION, INC.

In furtherance of Section 617.1406(4), Florida Statutes, the undersigned officer and director of the Carl S. Swisher Foundation, Inc., a Florida not for profit corporation (the "*Corporation*"), hereby provides:

Filed herewith is a true and correct copy of the plan of distribution of assets of the Corporation, made pursuant to Section 617.1406 (the "*Plan of Distribution*"); which Plan of Distribution was unanimously adopted by the members in compliance with Section 617.1406(1), Florida Statutes, as the Corporation has members with the right to vote.

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate of Compliance this 4th day of October, 2018.


James P. Stevens, Officer and Director

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Exhibit B

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- I. Not applicable. No such assets are held by the Corporation.
- II. Not applicable. The Corporation shall have no such assets following preceding items.
- III. Not applicable. The Corporation shall have no such assets following preceding items.

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