

750696

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DISSOLUTION

AID FOR THE AGED, INC.

Certificate of Status	1
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Page Count	3
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 5, 1999

AID FOR THE AGED, INC.
2255 GLADES ROAD, 340 W
ATTN: ATTY ALBERT GORTZ
BOCA RATON, FL 33431US

SUBJECT: AID FOR THE AGED, INC.
REF: 750696

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- ✓ The FAX audit number must be on the top and bottom of each page of the document.
- ✓ The Articles of Incorporation were filed on January 22, 1980. Please correct your document accordingly.

If the corporation has no members or members entitled to vote, the dissolution must contain a statement to that effect. It must also contain the date of adoption of the resolution by the board of directors- the number of directors then in office, and the vote for the resolution.

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

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Darlene Connell
Corporate Specialist

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Statute
of Trustees authorized + more against
has
Div action

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF DISSOLUTION

of

AID FOR THE AGED, INC.

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SECRETARY OF STATE

Pursuant to 617.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is AID FOR THE AGED, INC. (the "Corporation").
- SECOND:** The Articles of Incorporation were filed on January 22, 1980.
- THIRD:** All of the Trustees of the corporation authorized the dissolution of the corporation, and adopted a Plan of Dissolution and Complete Liquidation ("Plan"), on October 29, 1999 by unanimous written consent effective as of such date. There are no members of the Corporation entitled to vote on the adoption of the Plan or the dissolution of the Corporation. Five Trustees voted for the dissolution and no Trustees voted against the dissolution.
- FOURTH:** A true and correct copy of the Plan is attached to these Articles of Dissolution.

Signed this 29th day of October, 1999


Albert W. Gortz, Secretary

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AID FOR THE AGED, INC.
a Florida Not for Profit Corporation

PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION

Aid for the Aged, Inc., a Florida Not For Profit Corporation (the "Corporation"), hereby adopts the following Plan of Dissolution and Complete Liquidation (the "Plan"):

SECTION ONE. APPROVAL OF PLAN. The Plan shall become effective upon the date of its approval by the Board of Trustees of the Corporation (the "Effective Date");

SECTION TWO. DISTRIBUTION TO ASSETS. As soon as practicable after the Effective Date, the Corporation shall:

- (a) pay and discharge all outstanding liabilities and obligations of the Corporation, or make adequate provision therefor;
- (b) regarding all assets, if any, held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, return, transfer, or convey such assets in accordance with such requirements;
- (c) regarding all assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, transfer or convey such assets to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided herein;
- (d) distribute all other assets of the Corporation, if any, in accordance with the provisions of the Articles of Incorporation of the Corporation;
- (e) in addition to the limitations set forth in subparagraphs (c) and (d) above, all such distributions shall be to organizations determined by a majority of the Board of Trustees, provided that all such organizations are at such time a "qualified organization." An organization shall be deemed to be a "qualified organization" for purposes of this Plan only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (the "Code"), and is described in Section 509(a)(1) or (2) thereof; and
- (f) in accordance with subparagraphs (c)(d) and (e) above, and after giving effect to subparagraphs (a) and (b) hereof, Five Hundred Thousand Dollars (\$500,000) shall

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be distributed to the Jewish Federation of South Palm Beach County, Inc. (the "Federation"), a "qualified organization" under sections 170(c)(2)(B) and 509(a)(1) or (2) of the Code, to be used by the Federation in connection with the design and construction of entrance porticos for each of two new buildings to be built by the Federation at its Boca Raton, Florida campus, and all remaining assets of the Corporation shall be distributed to the Federation to be divided equally and placed into three separate philanthropic funds to be created by the Federation, all as may be more fully provided by resolution of the Board of Trustees.

SECTION THREE. AUTHORIZATION OF NECESSARY ACTIONS. The Board of Trustees and officers of the Corporation shall have the power to execute and file all documents, and to take all other actions they may deem necessary or appropriate for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business and assets under the Code, including without limitation the filing of Articles of Dissolution with the Florida Department of State. However, nothing contained herein shall be construed to permit the Board of Trustees or officers to take any action that would be inconsistent with the provisions of the Internal Revenue Code or the Regulations thereunder.

Gale Meltzer Brudner
Gale Meltzer Brudner, President

Attest: Albert W. Gortz
Albert W. Gortz, Secretary