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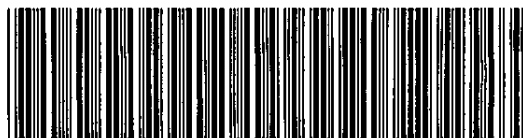
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R. WHITE

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CLERK OF COURT  
TALLAHASSEE FLORIDA

LAW OFFICES

**HAAG, FRIEDRICH & WILLIAMS, P.A.**

452 PLEASANT GROVE ROAD  
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG\*\*  
JOHNNYE L. FRIEDRICH°  
LARRY M. HAAG°  
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\*CERTIFIED CIRCUIT COURT MEDIATOR  
\*BOARD CERTIFIED CITY, COUNTY AND  
LOCAL GOVERNMENTAL LAW  
°ADMITTED TO OKLAHOMA BAR

May 27, 2016

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

RE: Articles of Dissolution of The Inverness Fla. Kennel Club, Inc.

Dear Sirs:

Please find enclosed a check for \$35.00 and the following:

1. Articles of Dissolution of the Inverness Fla. Kennel Club, Inc.
2. Resolution of Board of Directors confirming vote of members to dissolve the Corporation.
3. Resolution adopting a Plan of Distribution.
4. Certificate of Plan of Dissolution and Compliance relating to Chapter 617, Florida Statutes.

Cordially,

HAAG, FRIEDRICH & WILLIAMS, P.A.

By:

  
JEANNETTE M. HAAG

JMH/me  
Enclosure  
cc: Jane Whittenhall  
Doris Stockwell

FILED

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**ARTICLES OF DISSOLUTION OF** SECRETARY OF STATE,  
TALLAHASSEE FLORIDA

**THE INVERNESS FLA. KENNEL CLUB, INC.**

**A Not-For-Profit Corporation**

WHEREAS, on December 8, 2015 at a special meeting of the membership, upon which a two thirds majority of the membership executed their written consent to dissolve the corporation upon proper notice, and

WHEREAS, all members were provided notice of said meeting, its intent to consider dissolution, and the written consents of over 2/3rds of the members, and

WHEREAS, Article XII of the Corporation's Articles of Incorporation provides, "The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members", and

WHEREAS there are 14 members of the Corporation, and the Board of Directors previously received 11 written requests and consents signed by members authorizing the Board of Directors to proceed with the process of dissolution, and said 11 consents were in fact in excess of the 2/3<sup>re</sup>'s requirement and to do "all acts necessary" in effectuating the member request; and based upon said consents submitted at said meeting constituted consent of the vote of the membership pursuant to Section 617.0701 (4) (d) Florida Statutes, and

WHEREAS the majority of members present voted for dissolution of the Corporation and that the votes cast and counted was sufficient for approval by the membership at the membership meeting, called for this purpose, to authorize the Board of Directors to file Articles of Dissolution,

NOW therefore, the Board of Directors at its regular meeting held on April 12, 2016, wherein a quorum of directors was present, and by majority and unanimous vote and pursuant to Section 617.1403, Florida Statutes, adopted the following Articles of Dissolution:

1. The name of the Corporation is The Inverness Fla. Kennel Club, Inc.
2. That the Board of Directors accepted the vote of the majority of members present at the December 8, 2015 meeting of the membership as well as the written consent of more than 2/3<sup>rd</sup> 's of the membership requesting the dissolution of the corporation, and adoption of these Articles of Dissolution.
3. The number of votes cast for dissolution was sufficient for approval.
4. That the Board of Directors pursuant to the direction of the membership and by majority vote of said members, adopted their final resolution to dissolve at its previous meeting of February 9, 2016 and directed the appropriate officer to file these Articles of Dissolution with the Department of State pursuant to Chapter 617, Laws of Florida, which has

· been executed by the chairman of the Board and President Mark Carr and Secretary and Treasurer Doris Stockwell.

5. As a charitable not for profit corporation, no shares were issued. Therefore no provisions are needed to retrieve or redeem shares.

6. No debts or liabilities of the corporation remain unpaid.

7. That the Corporation pursuant to 617.1405, Florida Statutes shall continue to the extent appropriate to wind up and liquidate its affairs, including:

- A. The collection of all sums owed to it,
- B. Disposing of all property that cannot be distributed in kind as identified in the Plan of Distribution,
- C. Discharge all its liabilities,
- D. Distribute the remaining assets pursuant to the Plan of Distribution and its Articles of Incorporation to charitable like kind entities.

8. That no further liabilities have been or shall be incurred following the filing of these Articles of Dissolution,

9. That the Board of Directors adopted by resolution a Plan of Distribution at its meeting of March 8, 2016 and that such was submitted to the membership for approval and was so approved on the 12<sup>th</sup> day of April, 2016. That the Plan of Distribution and compliance certificate shall be concurrently filed with the Secretary of State.

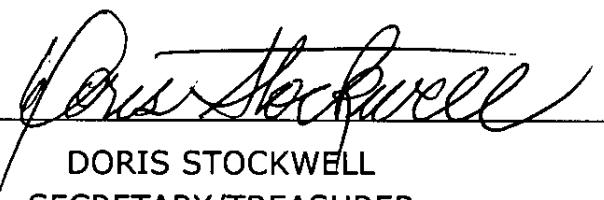
10. That the effective date of the dissolution of the Corporation shall be the 12<sup>th</sup> day of April, 2016, the date these Articles of Dissolution was adopted and approved.

ADOPTED this 12<sup>th</sup> day of April, 2016

  
JANE WHITTENHALL  
CHAIRMAN and PRESIDENT

CERTIFICATION

I, Doris Stockwell, Secretary/Treasurer of THE INVERNESS FLA. KENNEL CLUB, INC. herein certify that the contents of the Articles of Dissolution are true and correct and was adopted by the majority of the Directors, at a duly called meeting held on the 12<sup>th</sup> day of April, 2016.

  
DORIS STOCKWELL  
SECRETARY/TREASURER

**STATE OF FLORIDA  
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me the undersigned authority this 12<sup>th</sup> day of April, 2016 by DORIS STOCKWELL, SECRETARY and TREASURER, of THE INVERNESS FLA. KENNEL CLUB, INC. who are personally known to me and who executed the above certification and attest that pursuant to the meeting held thereon, that such Resolution was adopted by the Board and that the President executed same in confirmation thereof.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



RESOLUTION OF BOARD OF DIRECTORS ACCEPTING MEMBERSHIP  
VOTE AND WRITTEN REQUEST TO DISSOLVE  
INVERNESS FLA. KENNEL CLUB, INC.

A Not For Profit Corporation

WHEREAS on December 8, 2015 at a special meeting of the membership, the issue discussed was the desire of the membership to dissolve the Corporation pursuant to its Articles of Incorporation, more particularly Article XII thereof,

WHEREAS the majority of members present voted affirming to dissolve the Corporation,

WHEREAS the Board of Directors, pursuant to Article XII which provides "The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members"; and that the members executed a written confirmation of such decision which was submitted to the Board,

WHEREAS there are 14 members of the Corporation and Board of Directors received 11 written requests and consents signed by members authorizing the Board of Directors to proceed with the process of dissolution and to do "all acts necessary" in effectuating the membership request,



Now therefore the Board of Directors at its regular meeting held on February 9, 2016, wherein a quorum of directors was present and by majority vote the following was adopted:

1. That the Board of Directors herein accepts the vote and written consent of more than 2/3<sup>rd</sup>s of the membership requesting the dissolution of the Corporation.

2. That the Board of Directors herein pursuant to the direction of the membership and by majority vote shall file Articles of Dissolution with the Department of State pursuant to Chapter 617, Laws of Florida.

ADOPTED this 9<sup>th</sup> Day of February, 2016



MARK CARR  
CHAIRMAN and PRESIDENT

#### CERTIFICATE

I, Doris Stockwell, Secretary/Treasurer of the Corporation herein certify that the contents of the Resolution are true and correct and that the Resolution was adopted by the majority of the Directors upon motion and vote on the 9<sup>th</sup> day of February, 2016.



DORIS STOCKWELL  
SECRETARY/TREASURER

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me the undersigned authority this 9<sup>th</sup> day of February, 2016 by MARK CARR, CHAIRMAN and PRESIDENT and DORIS STOCKWELL, SECRETARY and TREASURER, of THE INVERNESS, FLA. KENNEL CLUB, INC. who are personally known to me and who executed the above Resolution and attest that pursuant to the meeting held thereon, that such Resolution was adopted and that they signed same in confirmation thereof.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



**RESOLUTION OF BOARD OF DIRECTORS RECOMMENDING A**  
**PLAN OF DISTRIBUTION**

WHEREAS on March 8, 2016 the Board of Directors of The Inverness Fla. Kennel Club, Inc. held its regular meeting, and

WHEREAS pursuant to its continuing activities in dissolving the corporation, it is formulating a plan of finalization, and

WHEREAS pursuant to Section 617.1406 F. S. the corporation is required to adopt by resolution a Plan of Distribution to be presented to the membership for approval, and

WHEREAS the Board has in fact developed such plan together with all required elements set forth in the Florida Statutes,

NOW THEREFORE the Board of Directors at its duly called meeting of March 8, 2016 where a quorum was present and by majority vote adopts this resolution that states as follows:

1. That the Plan of Distribution of Assets attached hereto is hereby adopted by the Board.

2. That said plan shall be submitted to the membership at a regularly called meeting of the members to take place on the 12<sup>th</sup> day of April, 2016 at 452 Pleasant Grove Road, Inverness, Florida at 10:30 A. M.

**PLAN OF DISTRIBUTION OF ASSETS**  
**OF THE INVERNESS FLA. KENNEL CLUB, INC.**  
**A Not-for-Profit Corporation**

**I. ASSETS**

- A. All assets of the corporation will be liquidated and are deposited in the current operating account of the corporation.

**II. PLAN OF DISTRIBUTION**

- A. There exists no further liability of the corporation in that all liabilities have been discharged or adequate provisions have been made for legal costs and final tax filings.
- B. No assets exist that need to be returned or transferred to any entity or individual by virtue of the corporation dissolving.
- C. No assets exist that were held subject to limitations that need to be returned to any individual or entity.
- D. The remaining assets that exist are cash funds of the corporation and pursuant to Article XII of the Articles of Incorporation of the Inverness Fla. Kennel Club, Inc. will not be distributed to any member of the club and shall be given to designated charitable organizations for the benefit of dogs and/or other governmental tax exempt organizations which benefit dogs as selected by the Board of Directors.

ADOPTED this 8<sup>th</sup> Day of March, 2016



MARK CARR

CHAIRMAN and PRESIDENT

CERTIFICATE

I, Doris Stockwell, Secretary/Treasurer of the Corporation herein certify that the contents of the Resolution are true and correct and that the Resolution was adopted by the majority of the Directors upon motion and vote on the 8<sup>th</sup> day of March, 2016 and executed by its Chairman and President Mark Carr.



DORIS STOCKWELL

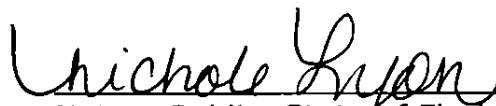
SECRETARY/TREASURER

**STATE OF FLORIDA  
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me the undersigned authority this 24 day of March, 2016 by DORIS STOCKWELL, SECRETARY and TREASURER, of THE INVERNESS FLA. KENNEL CLUB, INC. who is personally known to me and who executed the above certification and attest that pursuant to the meeting held thereon, that such Resolution was adopted and that it was signed in confirmation thereof.



Nichole Lyon  
State of Florida  
My Commission Expires 03/16/2019  
Commission No. FF 197812



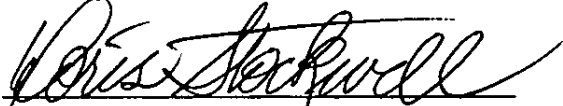
Notary Public, State of Florida  
My Commission Expires:

**CERTIFICATION OF PLAN AND CERTIFICATE OF COMPLIANCE OF THE**  
**INVERNESS FLA. KENNEL CLUB, INC.**

I, Doris Stockwell, being duly sworn depose and state:

1. That I am the acting Secretary and Treasurer of the corporation.
2. That the attached copy of the Plan of Distribution of Assets of The Inverness Fla. Kennel Club, Inc. is in fact the Plan of Distribution adopted by the Board of Directors at its meeting held on the 8<sup>th</sup> day of March, 2016.
3. That this plan was in fact adopted by resolution of the Board of Directors and submitted to the membership at a duly called meeting on the 12<sup>th</sup> day of April, 2016.
4. That the membership of the corporation by majority vote of the members present approved such plan in furtherance of the corporation's dissolution.
5. That I herein certify that the Board of Directors adopted this resolution and that the proper notice and copy of the Plan of Distribution was provided to all members and the meeting was held by the membership and all the requirements of Section 617.1406 (1), Florida Statutes were complied with in the adoption of the plan by the membership.

DATED this 12<sup>th</sup> day of April, 2016.

  
DORIS STOCKWELL  
SECRETARY/TREASURER

**STATE OF FLORIDA  
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me the undersigned authority this 12<sup>th</sup> day of April, 2016 by DORIS STOCKWELL, SECRETARY and TREASURER, of THE INVERNESS FLA. KENNEL CLUB, INC. who is personally known by me and who executed her signature on the above certification and attest that said certification is a true and accurate statement of the compliance of the corporation with all requirements referenced by law for the adoption of the Plan of Distribution.

  
Notary Public, State of Florida  
My Commission Expires:

