

Division of Corporations

Page 1 of 1

755195

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H18000323951 3)))



H180003239513ABC%

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
Fax Number : (904) 355-0233

FILED  
2018 NOV -9 AM 10:03  
SPECIAL SERVICES DIVISION  
TALLAHASSEE, FLORIDA

**DISSOLUTION OR WITHDRAWAL  
FANNY LANDWIRTH FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

Am4 Diss  
w/notice

RECEIVED

2018 NOV -9 PM 3:28

SECRETARY OF STATE  
TALLAHASSEE, FL

Electronic Filing Menu

Corporate Filing Menu

Help

NOV 13 2018

ALBRITTON

H18000323951

**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:

Fanny Landwirth Foundation, Inc.

SECOND: The document number of the corporation (if known): 755195

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 August 28, 2018.

The number of directors in office was 6 and the vote for resolution was 6 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: \_\_\_\_\_

(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)

GREGORY D. LANDWIRTH a/k/a GREG LANDWIRTH

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

H18000323951

FILED  
2018 NOV -9 AM 10:03  
SPRINGFIELD  
FLORIDA

H18000323951

**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: Panny Landwirth 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.

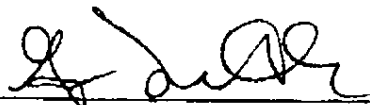
501 Riverside Avenue, Suite 600

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.*

GREGORY D. LANDWIRTH

*Printed Name of the Person Filing*

  
*Signature of the Person Filing*

H18000323951

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

H18000323951

**PLAN OF DISTRIBUTION**  
*of*  
**FANNY LANDWIRTH FOUNDATION, INC.**

This Plan of Distribution (this "**Plan**"), dated as of August 28, 2018, is intended to liquidate the assets of the Fanny Landwirth 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 of the Board of Directors (the "**Directors**") 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 Board of Directors 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, 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 on **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 or conveyed to one or more domestic entities for further charitable purposes, pursuant to the Articles of Incorporation and Bylaws, in the manner specified on **EXHIBIT B-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 on **EXHIBIT B-III**.

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

8. **MISCELLANEOUS.** Subject to the foregoing, the Corporation, by and through the Directors, 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

H18000323951

H18000323951

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.

*[Remainder of page intentionally blank – Signature page to follow]*

H18000323951

H18000323951

**IN WITNESS WHEREOF**, the Corporation has approved the liquidation and adopted this Plan as of August 28, 2018.

FANNY LANDWIRTH FOUNDATION, INC.,  
a Florida not-for-profit corporation

By: 

Gregory D. Landwirth, President

H18000323951

H18000323951

**Exhibit A**

**Officer's Certificate**

**(See attached)**

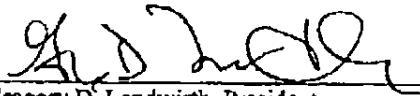
H18000323951

**OFFICER'S CERTIFICATE OF COMPLIANCE**  
*of*  
**FANNY LANDWIRTH FOUNDATION, INC.**

In furtherance of Section 617.1406(4), Florida Statutes, the undersigned President of the Fanny Landwirth 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 adopted by a majority of the Directors of the Corporation in compliance with Section 617.1406(2), Florida Statutes, as the Corporation has no members.

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate of Compliance this 8 day of November, 2018.

  
\_\_\_\_\_  
Gregory D. Landwirth, President

H18000323951



H18000323951

**Exhibit B**

- I. Not applicable. No such assets are held by the Corporation.
- II. Two-Thirds (2/3) to The Community Foundation for Northeast Florida, Inc., 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 a "public charity" described in Code Section 170(b)(1)(A)(vi), to be held thereby as the "The Henri Landwirth Family Endowed Fund." One-Third (1/3) to The Community Foundation of Western North Carolina, Inc., a North Carolina nonprofit 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 a "public charity" described in Code Section 170(b)(1)(A)(vi), to be held thereby as the "The Henri Landwirth Family Endowed Fund."
- III. Not applicable. The Corporation shall have no such assets following preceding items.
- IV. Not applicable. The Corporation shall have no such assets following preceding items.

H18000323951