

762902

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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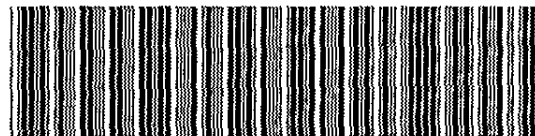
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/26/04--01002--006 **35.00

07/26/04--01002--007 **8.75

FILED
04 JUL 23 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/26/04

D.S.S.

58

June 29, 2004

Constance Hunter
727 Orange Avenue
Dunedin FL 34698

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Re: Milwaukee Grove House, Inc.

To Whom It May Concern :

Enclosed for filing, please find the **ARTICLES OF DISSOLUTION**, along with a check in the amount of \$8.75 for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Dissolution** for the following entity:

**MILWAUKEE GROVE HOUSE, INC.
FEIN No. 592186798**

Upon receipt, please "date-stamp" the copy of the letter provided and return it to me in the return envelope which is enclosed. Thank you for your assistance in this matter.

Sincerely,

Constance Hunter

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 6, 2004

Constance Hunter
727 Orange Avenue
Dunedin, FL 34698

SUBJECT: MILWAUKEE GROVE HOUSE, INC.
Ref. Number: 762902

We have received your document for MILWAUKEE GROVE HOUSE, INC. and check(s) totaling \$8.75. However, your check(s) and document are being returned for the following:

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 704A00043285

RECEIVED
04 JUL 22 PM 12:47
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION
OF
MILWAUKEE GROVE HOUSE, INC.
a Florida Non-Profit Corporation

FILED
04 JUL 23 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **MILWAUKEE GROVE HOUSE, INC.**

**ARTICLE II - DATE DISSOLUTION WAS AUTHORIZED BY
BOARD OF DIRECTORS**

The dissolution of this Corporation was authorized effective

June 29th 2004

ARTICLE III - AUTHORITY OF BOARD TO DISSOLVE CORPORATION

Though the Corporation's Articles of Incorporation (the "Articles") authorize the Corporation to have members under its Article VI, the Corporation's Board of Directors has the power under § 617.1403, *Florida Statutes*, to consent, on behalf of the Corporation, to this dissolution because:

- i. there are no current members of the Corporation; and
- ii. prior members of the Corporation were never entitled to vote on corporate matters; and
- iii. Under § 617.0601(3), *Florida Statutes*, corporation members have no voting or other rights except as provided in the articles of incorporation or bylaws. The Articles do not grant the members the right to vote and the Corporation has no bylaws.

ARTICLE IV- APPROVAL

Dissolution was approved by unanimous written consent of the Board of Directors of this Corporation in accordance with § 617.1403(1)(c), *Florida Statutes*.

ARTICLE V - JOINT WRITTEN ACTION

A copy of the joint written action of the Board of Directors approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Directors of the Corporation is attached hereto.

MILWAUKEE GROUP HOUSE, INC.

By: Constance C. Hunter
Constance C. Hunter, President/Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th day of June, 2004, by Constance C. Hunter, as President of **MILWAUKEE GROVE HOUSE, INC.**, a Florida non-profit corporation.

Marilyn M. Howard
Signature of Notary Public

Marilyn M. Howard
(Print Notary Name)

My Commission Expires: 07-07-04

Commission No.: _____

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced _____

AFFIX NOTARY STAMP



Marilyn M. Howard
MY COMMISSION # CC928298 EXPIRES
July 7, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

**JOINT WRITTEN ACTION
OF THE BOARD OF DIRECTORS OF
MILWAUKEE GROVE HOUSE, INC.**

The undersigned, being the members of the Board of Directors of **MILWAUKEE GROVE HOUSE, INC.**, a Florida non-profit corporation (the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same.

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation that the Corporation be dissolved and liquidated;

WHEREAS, even though the Corporation is authorized to have members under Article VI of its Articles of Incorporation (the "Articles"), the Corporation's Board of Directors has the power under § 617.1403, *Florida Statutes*, to consent, on behalf of the Corporation, to this dissolution because:

- (i) there are no current members of the Corporation; and
- (ii) prior members of the Corporation were never entitled to vote on corporate matters; and
- (ii) Under § 617.0601(3), *Florida Statutes*, corporation members have no voting or other rights except as provided in the articles of incorporation or bylaws. The Articles do not grant the members the right to vote and the Corporation has no bylaws.

NOW THEREFORE BE IT:

RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of § 617.1403(1)(c), *Florida Statutes*; and

FURTHER RESOLVED, that the president of the Corporation is hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs and liquidate, and in accordance with Article Three of the Articles, shall distribute all of its assets in complete liquidation to an organization that qualifies as exempt under the Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue

Code of 1986, as amended (such an organization is herein referred to as an "Exempt Organization"), less any assets retained to meet claims, beginning on 29 June, 2004, the effective date of the complete liquidation and dissolution of the Corporation.

2. The President of the Corporation is authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The President of the Corporation is authorized to distribute all the assets of the Corporation in cash or in kind in one distribution to an Exempt Organization or a series of distributions to same, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, the President of the Corporation shall file, or arrange for the filing of, a Final Form 990 with the Internal Revenue Service together with a certified copy of this resolution.

5. The President of the Corporation is authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The President of the Corporation is authorized, empowered and directed to do any and all other things in its name and behalf which she may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The director, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approves and adopts the foregoing written action this 29th day
of June, 2004.

Constance C. Hunter
Constance C. Hunter
President and Director

Nancy Allen
Nancy Allen
Secretary/Treasurer and Director

Jean Vandigriff
Jean Vandigriff
Director- Board member
ch

n/a ch
Louis Villa
Director

CERTIFICATE

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of
MILWAUKEE GROVE HOUSE, INC., a Florida non-profit corporation (hereinafter referred
to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation;
I hereby certify that the attached is a true and correct copy of the resolutions and Plan of
Complete Liquidation and Dissolution as adopted by the Board of Directors of the Corporation
by joint written action dated the 29th day of June, 2004.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have
caused the corporate seal of said Corporation to be hereto affixed this 29th day of June,
2004.

MILWAUKEE GROVE HOUSE, INC.

By: Nancy Allen
Nancy Allen, Secretary