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TO: Amendment Section
Division of Corporations

SUBJECT: Martin County Literacy Council, Inc

DOCUMENT NUMBER: ~~617-1703~~ 766818

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Susan H. Littauer

(Name of Contact Person)

Literacy Volunteers

(Firm/Company)

2351 SE Monterey Road

(Address)

Stuart, FL 34990

(City/State and Zip Code)

For further information concerning this matter, please call:

Susan Littauer

(Name of Contact Person)

at (772) 283-4588

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☒ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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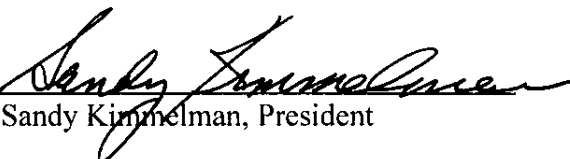
**ARTICLES OF DISSOLUTION
OF
MARTIN COUNTY LITERACY COUNCIL, INCORPORATED**

MARTIN COUNTY LITERACY COUNCIL, INCORPORATED, a Florida Not-For-Profit corporation (the "Company"), executes the following Articles of Dissolution pursuant to section 617.1403 of the Florida Not-For-Profit Corporation Act:

- FIRST: The name of the corporation is MARTIN COUNTY LITERACY COUNCIL, INCORPORATED.
- SECOND: The Members of the Company and the Board of Directors of the Company approved the dissolution of the Company on November 20, 2006. A copy of Minutes of the meeting where the Plan was approved by the Members is attached hereto.
- THIRD: The number of votes cast by the Members of the Company for dissolution was sufficient for approval of that action. The number of votes cast by the Members of the Board of Directors for dissolution was sufficient for approval of the action.
- FOURTH: The effective date of the Dissolution is the date these Articles are filed with the Secretary of State.

Executed this 17 day of August, 2007.

MARTIN COUNTY LITERACY
COUNCIL, INCORPORATED,
a Florida Not-For-Profit corporation

By: 
Sandy Kimmelman, President

MINUTES OF SPECIAL DIRECTORS' MEETING INCLUDING PLAN

A special meeting of the Board of Directors of MARTIN COUNTY LITERACY COUNCIL, INCORPORATED, a Florida Not-For-Profit corporation (the "Company"), was held at 2351 S.E. Monterey Road, Stuart, Florida on November 20, 2006.

Sandy Kimmelman called the meeting to order and acted as Chairman. Lisa Fricke was designated Secretary of the meeting. Lisa announced that sufficient directors were present to establish a quorum. None of the Directors present objected to the manner or method by which Notice of the Special Meeting was given.

The Chairman stated the sole purpose of this meeting was to discuss, adopt, and approve a Plan of Complete Liquidation and Dissolution of the Company. Once adopted and approved, the Plan would then be submitted for the approval of the Members of the Company. Accordingly, following discussion, the following was unanimously adopted:

Plan of Complete Liquidation and Dissolution.

1. *Plan of liquidation.* The MARTIN COUNTY LITERACY COUNCIL, INCORPORATED, a Florida Not-For-Profit corporation (the "Company"), is governed by a Board of Directors which is elected by the Members of the Company. The Company shall cease the active conduct of its business and wind up its affairs, and shall liquidate and distribute all of its assets in complete liquidation less any assets that may be retained to meet claims, commencing with the date of the adoption of this Plan of Complete Liquidation and Dissolution by the Board and approval of the Membership.

2. *Assets and liabilities.* The principal assets of the Company consist of securities and cash. The liabilities of the Company consist of current liabilities, principally fees for investment services, accounting fees and employee expenses.

3. *Negotiation of terms by officers and directors.* The officers and directors of the Company are authorized and directed from time to time to negotiate and to consummate sales or transfers in-kind of all or any portion of the Company's assets, on such terms and conditions as they in their discretion shall deem beneficial to the Company.

4. *Intermediate distributions.* Commencing as soon as is administratively convenient, the officers and directors are authorized to transfer the Company's property to THE LIBRARY FOUNDATION OF MARTIN COUNTY, INC., a Florida Not-For-Profit corporation (the "Foundation"), in cash or in kind, in a series of distributions in complete liquidation, retaining only such assets as they may deem necessary to meet claims or liabilities of the Company, and to continue the operation of such of the Company's assets as have not been sold or transferred at the time of any such distribution.

5. *Final distribution.* All of the Company's assets shall be distributed to THE LIBRARY FOUNDATION OF MARTIN COUNTY, INC., a Florida Not-For-Profit corporation, to be added to the assets of said Foundation and held and managed in furtherance of

the Foundation's charitable purpose which shall specifically include the advancement of adult literacy in Martin County, Florida, as determined by the Advisory Council established by agreement of the Company and the Foundation on December 18, 2006.

6. *Dissolution.* The officers and directors of the Company shall proceed with the voluntary dissolution of the Company under the laws of the State of Florida at such time, not later than October 31, 2007, as they may deem appropriate.

7. *Authorization.* The officers and directors of the Company are authorized, empowered, and directed to perform all such other acts and execute and file all documents which they deem necessary or advisable fully to carry out the intent and purposes of this Plan, including, without limitation, the Articles of Dissolution under Florida Law, and such information and income tax returns as may be required by the United States Treasury Department.

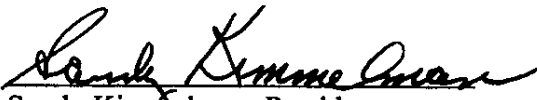
8. *Assignment of Expectancies.* The officers and directors of the Company anticipate that the Company has been named the beneficiary under Wills and Trusts of its supporters. In anticipation that some of those supporters will not or can not change their estate planning documents, the Company will and does assign any and all future charitable gifts or bequests to the Fund at the Library Foundation.

The President reported that a Letter of Understanding was being discussed between the Company and both the Martin County Library System and the Library Foundation of Martin County. The Board approved the concept and authorized the President to proceed to the formalization of those Understandings and to attach them to these Minutes when they are available.

There being no further business the meeting was adjourned.

Approved

Respectfully Submitted


Sandy Kimmelman, President


Lisa Fricke, Secretary

SUPPLEMENTAL MINUTES OF MEMBER'S & FRIENDS MEETING

A meeting of the Members and Friends of the MARTIN COUNTY LITERACY COUNCIL, INCORPORATED, a Florida Not-For-Profit corporation, was held at 2351 S.E. Monterey Road, Stuart, Florida on November 20, 2006.

Sandy Kimmelman called the meeting to order and acted as Chairman. Lisa Fricke was designated Secretary of the meeting and kept the minutes.

The Secretary presented a notice of the time and place of the meeting, given to the Members & Friends, which, on motion duly adopted, was approved and ordered affixed to the minutes of the meeting. No Member present objected to the manner or method by which Notice of this meeting was given.

The Secretary announced that Members representing a quorum of the Members of the Company were present in person or by proxy.

The Chairman then stated that at a special meeting of the Board of Directors held immediately prior to this meeting. The Board unanimously proposed a Plan of Complete Liquidation and Dissolution of the Company. A copy of such Plan was presented and read to this meeting, and was ordered attached to the minutes as an exhibit.

After full consideration and upon motion duly made, seconded, and unanimously carried, it was:

RESOLVED that the Plan of Complete Liquidation and Dissolution of the Company proposed by the Board of Directors at a special meeting (a copy of which has been presented to this meeting), be and is hereby ratified, approved, and adopted; and

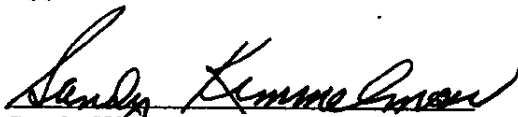
FUTHER RESOLVED that the complete liquidation and dissolution of the Company be effected under such Plan; and


FURTHER RESOLVED that the officers and directors of the Company are hereby authorized, empowered, and directed to do any and all things in the Company's name and on the Company's behalf which they may deem necessary or advisable to carry out the purposes and intentions of such Plan.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

Approved

Respectfully Submitted


Sandy Kimmelman, President


Lisa Fricke, Secretary

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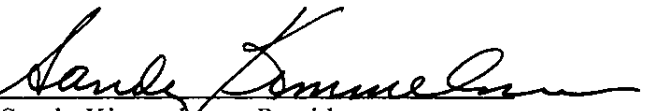
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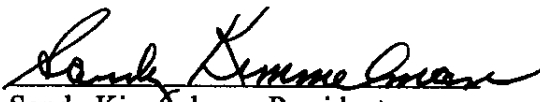
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