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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 4, 2006

E-MAIL ADDRESS
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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Certificate of Resolution/Articles of Dissolution of
Florida Space Research Institute, Inc.**
Our File No. 60399-3

To Whom It May Concern:

Enclosed for filing please find the **original and two copies** of Certificate of Resolution/Articles of Dissolution of **Florida Space Research Institute, Inc.**, along with this firm's check in the amount of \$52.50 to cover the cost of filing.

PLEASE FILE THE CERTIFICATE OF RESOLUTION/ARTICLES OF DISSOLUTION and issue two certified copies. Also, upon receipt, please "date-stamp" the second copy of this letter provided, and call me at 577-9090 when the certified copies are ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

Mari-Jo Lewis-Wilkinson
Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

ARTICLES OF DISSOLUTION

The undersigned officer of FLORIDA SPACE RESEARCH INSTITUTE, INC., a Florida not for profit corporation (hereinafter referred to as the "Corporation") hereby certifies that the following resolutions were duly adopted by the board of directors of the Corporation on the date specified below and that such resolutions have not been modified or rescinded as of the date hereof:

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interest of the Corporation for the Corporation to be dissolved and liquidated, and has recommended the dissolution and liquidation of the Corporation to the Corporation Members.

WHEREAS, the members of the Corporation have determined that it is in the best interest of the Corporation for the Corporation to be dissolved and liquidated.

NOW THEREFORE BE IT:

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended.

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with its Amended and Restated Articles of Incorporation, as further amended, and its Bylaws, as amended, pursuant to the provisions of Sections 617.1401 and 617.1402, Florida Statutes.

FURTHER RESOLVED, that Adrian Laffitte, as Secretary/Treasurer of the Corporation, be and he hereby is authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

EFFECTIVE DATE
8/31/06

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. FLORIDA SPACE RESEARCH INSTITUTE, INC., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 617.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on August 31, 2006, the effective date of the complete liquidation and dissolution of the Corporation.

2. Adrian Laffitte, as Secretary/Treasurer of the Corporation, is hereby 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. Adrian Laffitte, as Secretary/Treasurer of the Corporation, is hereby authorized to distribute all of the assets of the Corporation in accordance with the Corporation's Amended and Restated Articles of Incorporation, as amended, and its Bylaws, as amended in cash or in kind in one distribution or a series of distributions in complete liquidation of the Corporation, retaining such assets as are necessary to assure that all liabilities and obligations of the Corporation are paid and discharged, or that adequate provisions are made therefore.

4. Assets if any, held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

5. Assets if any, 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, shall be transferred or conveyed 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 in the plan of distribution of assets.

6. 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 provide for distribution to others.

7. Any remaining assets shall be distributed to Space Florida as required by the Florida legislature.

8. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 990 with the District Director of the Internal Revenue Service, together with a certified copy of this resolution.

9. Adrian Laffitte, as Secretary/Treasurer of the Corporation, is hereby authorized to file all other forms and documents required by the State of Florida and the Internal Revenue Service, including tax returns, as soon as possible after distribution of the assets of the Corporation.

10. Adrian Laffitte, as Secretary/Treasurer of the Corporation, is hereby authorized, empowered and directed to do any and all other things in the Corporation's name and on its behalf that he may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Board of Directors, 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.

FURTHER RESOLVED, that the Chairman of the Corporation be, and he hereby is, authorized, empowered and directed on behalf of the Corporation and in its name, to take any and all actions necessary, appropriate or convenient in order to effectuate the intent of the foregoing resolution.

IN WITNESS WHEREOF, I have hereunto affixed my name as an officer of the Corporation and have caused the seal of said Corporation to be hereto affixed this 5 day of JULY, 2006.



Adrian Laffitte Secretary/Treasurer

SECRETARY'S CERTIFICATE

I HEREBY CERTIFY that I am the duly elected and qualified Secretary/Treasurer of Florida Space Research Institute, Inc., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), and the keeper of the records of the Corporation, and I further certify that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as duly adopted at a regular meeting of the Board of Directors and members of the Corporation on the 28th day of June, 2006.

IN WITNESS WHEREOF, I have hereunto affixed my name as the Secretary/Treasurer of the Corporation as of July 5, 2006.

Florida Space Research Institute, Inc.,
a Florida not for profit corporation

By: 
Adrian Laffitte, Secretary/Treasurer

ASSIGNMENT

In complete satisfaction of the rights conveyed to SPACE FLORIDA by Florida Statutes 331, FLORIDA SPACE RESEARCH INSTITUTE (hereinafter referred to as the "Corporation"), the undersigned, on behalf of the Corporation, hereby assigns, transfers and conveys One Hundred Percent (100%) of the Corporation's right, title and interest in and to all of its property as of August 31st, 2006, both real and personal, tangible and intangible whether known or unknown, including collectible accounts receivable, to SPACE FLORIDA.

Florida Space Research Institute, Inc.
a Florida not for profit corporation

By: 
Adrian Laffitte, Secretary/Treasurer

Dated: 7/05/06

ASSIGNMENT ACCEPTED BY:

SPACE FLORIDA
an independent special district, body politic
and subdivision of the State of Florida

By: _____

Dated: _____