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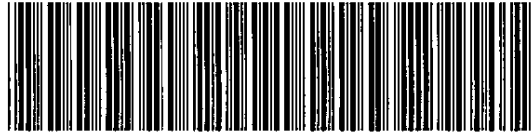
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diss
C.COULLETTE

JUL 07 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vizcaya Vounteer Guides, Inc.

DOCUMENT NUMBER: N00000001158

The enclosed Articles of Dissolution and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

**Peggy Glover, President
Vizcaya Volunteer Guides, Inc.
3251 South Miami Avenue
Miami, Florida 33129**

For further information concerning this matter, please call:
Peggy Glover at (305) 915-2622

Enclosed is a check for the following amount:
\$52.50 – Filing Fee, Certificate of Status, & Certified Copy (Additional Copy is enclosed)

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

- I. The name of the corporation as currently filed with the Florida Department of State is The Vizcaya Volunteer Guides, Inc.
- II. The document number of the corporation is N00000001158.
- III. Adoption of Dissolution. On May 26, 2009, a meeting of the members was held at which time the resolution to dissolve was adopted. The number of votes cast by the members was sufficient for approval.

Marguerite Glover
Signature

MARGUERITE ("PEGGY") GLOVER
Print Name

President
Title

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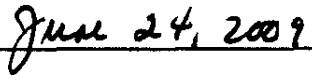
Vizcaya Volunteer Guides, Inc.

Resolution:

A resolution is hereby made to dissolve the organization known as the Vizcaya Volunteer Guides, Inc., under the laws of the State of Florida. This Resolution has been voted on and approved by the Vizcaya Volunteer Guides' Board of Directors on Thursday, May 7, 2009.



President's Signature



Date

✓
TO: Joel M. Hoffman, Executive Director, Vizcaya Museum and Gardens

FROM: Peggy Glover, President, The Vizcaya Volunteer Guides *mg*

DATE: April 29, 2009

RE: Integration of Vizcaya Volunteer Guides within Vizcaya Museum and Gardens

The Vizcaya Volunteer Guides ("Guides") have been volunteering their services at the Vizcaya Museum and Gardens since 1954. Following the formation of the Vizcaya Museum and Gardens Trust in 1998, the Guides incorporated as a 501(c)(3) organization and entered into an Operating Agreement with the Vizcaya Museum and Gardens Trust.

In the intervening years, Vizcaya Museum and Gardens has developed a professional Learning Division that works closely with the Guides. On March 5, 2009, the Guides' Board of Directors voted to dissolve the 501(c)(3) corporation and become a fully integrated unit of Vizcaya Museum and Gardens. The Guides' Board of Directors concluded that there was no benefit to remaining a separate entity and, in fact, that there were disadvantages. Specifically, the Guides have been paying for costly liability and directors and officers policies, and members are more interested in guiding than in managing the board structure, with its various administrative, financial, and legal responsibilities.

The Guides have appreciated the opportunity to maintain a formal relationship with the Vizcaya Museum and Gardens Trust and its members are committed to continue providing volunteer services to Vizcaya Museum and Gardens. As you are aware, it is far more common for volunteer guides or docents to serve within a museum rather than through a separate corporation and, at this time, we wish to dissolve our corporate entity, effective May 31, 2009, and terminate the Operating Agreement with the Trust and Miami-Dade County in favor of an integrated, collaborative relationship with you and your staff.

This Letter of Intent, approved by the Guides' Board of Directors at its April 29, 2009 meeting, addresses the terms under which the Guides wish to integrate the Vizcaya Volunteer Guides Program within the Vizcaya Museum and Gardens in partnership with the Division of Learning, including a plan for the distribution of our corporate assets in accordance with Florida State Statute 617.1406.

Purpose: The purpose of the Vizcaya Volunteer Guides and a restructured volunteer guiding program is to serve as ambassadors, promoting awareness of Vizcaya Museum and Gardens by engaging our community and its visitors in learning through the arts, history and the environment.

1. The restructured guiding program at Vizcaya will retain the name "Vizcaya Volunteer Guides." However, for purposes of clarity, the term "Guides" is used herein to refer to the Vizcaya Volunteer Guides, Inc.
2. The individual members of the Guides will continue to support Vizcaya Museum and Gardens to maintain AAM accreditation through the restructured volunteer guiding program.
3. The individual members of the Guides will continue providing volunteer time, volunteer guiding services and other volunteer services in support of the implementation of the Vizcaya Museum and Gardens mission statement through the restructured volunteer guiding program.
4. Individual members serving in the restructured volunteer guiding program will be appointed by the Vizcaya Museum and Gardens Executive Director in consultation with the members of the guiding program to serve on an Advisory Council in conjunction with the Division of Learning to develop and maintain policies and procedures approved by the Executive Director or designate.
5. The structure of this Advisory Council will be determined by the Executive Director in consultation with the Guides' Board of Directors and may be revised, by the Executive Director in consultation with the Advisory Council.
6. One member of this Advisory Council will be elected "President" by the other volunteer members of the Advisory Council.
7. Although we understand this is ultimately a decision of the Board of County Commissioners, we request the Trust's support in seeking that the President maintains representation for the restructured volunteer guiding program as a voting member of the Vizcaya Museum and Gardens Trust.
8. All liabilities and obligations of the corporation will be paid and discharged prior to the dissolution of the Guides, and should any minor outstanding liabilities or obligations inadvertently remain, these shall be settled through the below-referenced operating account to be held by The Vizcayans (as per Florida Statute 617.1406(3)(a)).
9. Any assets held by the Guides upon condition requiring return, transfer, or conveyance as a result of the organization's dissolution shall be returned, transferred, or conveyed accordingly (as per Florida Statute 617.1406(3)(b)).

mtb

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10. The Volunteer Guides have one operating account and two certificates of deposit with a total value of less than \$25,000. It is our intent to transfer ownership of these assets to The Vizcayans as fiscal agent accounts to be managed by the Executive Director of Vizcaya Museum and Gardens in consultation with the proposed Advisory Council, segregated and used for the support of ongoing initiatives pertaining to the restructured volunteer guiding program. We request that future dues associated with the restructured volunteer guiding program be deposited into these accounts and that the certificates of deposit be invested in interest-bearing accounts (so long as The Vizcayans' determine this to be administratively feasible) and that any restrictions on these funds be honored. Toward this end, we commit to providing the Executive Director of Vizcaya Museum and Gardens with thorough documentation of any such restrictions and to assess the flexibility of these through the Guides' Board and Advisory Council. (This aspect of the plan of distribution of assets complies with Florida Statute 617.1406(3)(c), specifying that assets received and held by the corporation subject to limitations permitting their use only for educational purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to an organization engaged in activities substantially similar to those of the dissolving corporation; and with 617.1406(3)(e), which pertains to non-restricted assets.)
 11. The Guides' Articles of Incorporation and Bylaws do not provide any distributive rights to members, or any class or classes of members of the Guides' organization or others (as per Florida Statute 617.1406(3)(d)).
 12. We intend to donate all material and intellectual assets of the Guides (slides, library, furniture, etc.) to The Vizcayans on behalf of Vizcaya Museum and Gardens, with the eventual disposition of these assets, including the possibility that some will be accessioned by the County, to be determined by the Vizcaya Museum and Gardens Executive Director in consultation with the Advisory Council. We request that proceeds from any such disposition be deposited with The Vizcayans and added to the above-referenced financial assets for the support of ongoing initiatives pertaining to the restructured volunteer guiding program. The Guides' Board of Directors understands that expenses will be incurred to appropriately handle these assets and supports the use of Guides' funds to assist with these expenses. (This aspect of the plan of distribution of assets complies with Florida Statute 617.1406(3)(e), which pertains to non-restricted assets.)

The Guides' Board of Directors understands that you support the terms of this Letter of Intent and requests that you take the necessary steps to accomplish the transition and integration as per these terms, presenting this as appropriate to the Vizcaya Museum and Gardens Trust at its May 13, 2009. We look forward to an ongoing relationship to benefit Vizcaya Museum and Gardens, its visitors, and the volunteers who serve it.

