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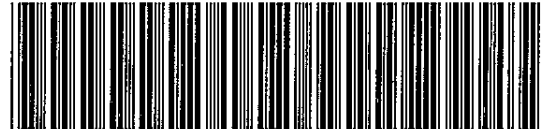
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December 1, 2004

Thelma Lewis, Document Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: letter #504A00042351
Ref: N00000003150

The Millennium Art Guild at Palm coast voted May 15, 2004, to dissolve as a corporation due to the fact that there was a severe lack of participation and support among the membership and no one wanted to take responsibility to sit on the board or as an officer. The board effectively dissolved on that date, dumping everything on the president (myself) and the secretary.

After all liabilities are met (filing fees, taxes, etc.), assets will be given to the Flagler County Art League, a non-profit whose mission most closely matches what the guild tried to achieve.

Enclosed is the completed form for Articles of Dissolution complying with section 617.1403. Also enclosed is a check for \$70.00 (seventy dollars) to cover the \$35.00 (thirty five dollars) filing fee and 4 (four) certified copies.

Please mail the certified copies, and any further correspondence to my home address:

**Victoria Swann
54 Franciscian Lane
Palm Coast, FL 32137**

My home phone number is (386) 446-5089.

Thank you for you assistance in this matter.

Victoria Swann, President
Millennium Art Guild at Palm Coast



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 29, 2004

VICTORIA SWANN
THE MILLENIUM ART GUILD AT PALM COAST
P. O. BOX 350134
PALM COAST, FL 32135-0134

SUBJECT: THE MILLENIUM ART GUILD AT PALM COAST, INC.
Ref. Number: N00000003150

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Articles of Dissolution for a nonprofit corporation must comply with either section 617.1401 or 617.1403, Florida Statutes.

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.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 504A00042351

05 JUL 12 AM 10:34
DIVISION OF CORPORATIONS



May 20, 2004

At Palm Coast

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

On May 15, 2004, members of the Millennium Art Guild at Palm Coast met to vote on dissolution. Notification of this meeting had been sent to all members in good standing in March. The following members were present and voted unanimously for dissolution. The Millennium Art Guild's By-Laws contain an amendment stating that 10 members constitute a quorum.

Carla Brooke
Hedwig Karbowsky
Barbara Kurp
John Schumacher
Victoria Swann

Anthony J. Gaeta
Michele C. Kelly
Jackie Pinion
Bill Shoemaker
Alberto Trunzo

Rita Highley
John J. Kinghorn
Adolph Rubizzi
Suzanne M. Susko
Ingrid Ungemach

The attached Proposed Distribution of Assets was also unanimously approved. A Cultural Grant from the City of Palm Coast for the purpose of an art show will be returned to the city. A scholarship of \$1300 was awarded to a graduating senior of Flagler Palm Coast High School and depleted the scholarship fund. Other monies will be given to the Flagler County Art League after all liabilities of the guild have been met. This will probably take a couple of months. We expect the transfer to be complete by August.

Please let me know if there are further steps we must take to dissolve the Millennium Art Guild. Thank you.

Sincerely yours,

Victoria Swann
President

Attachment



Proposed Distribution of Assets

Florida Not For Profit Corporation Act states in Plan of Distribution of Assets, 617.1406, 2 (b): Assets held by the corporation upon condition (i.e. Show grant from the City of Palm Coast) requiring return, transfer, or conveyance, which condition occurs by the dissolution, be returned, transferred, or conveyed in accordance with such requirements; **(c):** Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, ..., benevolent, education, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, 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;

Known Visual Art Organizations in Flagler County as listed in the Flagler County Directory:

Art League of Flagler County. Their activities are substantially similar.

Council For the Arts of Flagler County. Umbrella organization;

Decorative Painters of Palm Coast. Specialized

Flower Arrangers Guild of Palm Coast. Specialized

Photographers Club of Flagler County. Specialized

Also known to exist without documentation: Woodcarvers

Garguilio Foundation is not listed in the white pages, nor clubs & organizations;

Artist's Gallery Limited is listed under "Art Galleries, Dealers & Consultants" in the yellow pages.

Although Garguilio Foundation is a not for profit, the sales aspect of the Gallery is not totally consistent the the Millennium Art Guilds stated mission: **The Millennium Art Guild at Palm Coast is a not for profit, non-sectarian group of individuals interested in promoting the visual arts and furthering the public's interest and understanding of same.**

Therefore, given the above information, the Executive Board of the Millennium Art guilds recommends a vote to convey all assets to the Flagler County Art League. Scholarship monies remaining in that account will be specified for scholarships. Before any distribution is made, all liabilities must be paid.

In the event of Dissolution, the Spring Show Art Grant must be returned to the City of Palm Coast.

When you vote for Dissolution, you vote for this distribution of assets.

Thank you for your cooperation.

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 is The Millennium Art Guild of Palm Coast, Inc

SECOND: Adoption of dissolution
(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was

5/15/2004

(CHECK ONE)

☒ The number of votes cast for dissolution was sufficient for approval. (15)

☐ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was _____.

The number of directors in office was _____ and the vote for the resolution was _____ for and _____ against.

Signed this 1 day of Dec., 2004.

Signature Victoria Swann, Pres.
(By the Chairman or Vice Chairman of the Board, President or other officer)

Victoria Swann
Typed or printed name
Pres.
Title

FILED
05 JAN 12 PM 11:10
CLERK OF DISTRICT COURT
JAN 12 2005