

N00000006807

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DISSOLUTION

ADRIAN S. GOULD FOUNDATION, INC.

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**ARTICLES OF DISSOLUTION
OF
ADRIAN S. GOULD FOUNDATION, INC.
(Doc. No. N00000006807)**

Pursuant to section 617.1403, Florida Statutes, the undersigned corporation submits
the following articles of dissolution:

- FIRST:** The name of the corporation is: ADRIAN S. GOULD FOUNDATION,
INC.
- SECOND:** The date dissolution was authorized: February 1, 2001.
- THIRD:** The Corporation has no members or its members are not entitled to vote on
dissolution. The Dissolution was approved by unanimous consent of the
three (3) directors.

Signed this 1st day of February, 2001.

ADRIAN S. GOULD FOUNDATION, INC.,
a Florida corporation

By: 
Lewis Gould, President

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TALLAHASSEE, FLORIDA

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**ADRIAN S. GOULD FOUNDATION, INC.
PLAN OF COMPLETE DISSOLUTION**

1. All liabilities and obligations of the Corporation shall be paid and discharged;
2. Assets 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;
3. Assets received and held by the Corporation subject to limitations permitting their use only for a 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 this plan of distribution of assets;
4. Any remaining assets shall be distributed to Fidelity Charitable Gift Fund.
5. The officers and directors of the Corporation are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and information returns required by the Internal Revenue Service, together with income tax returns and information required by applicable regulations.
6. The officers and directors of the Corporation are authorized, empowered, and directed to do any and all other things in the Corporation's name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

CERTIFICATE OF COMPLIANCE

The undersigned hereby certifies that the foregoing is a true and correct copy of the Plan of Complete Dissolution for Adrian S. Gould Foundation, Inc., and that the Plan was adopted on Feb 1, 2001 by the unanimous vote of the directors then in office.



LEWIS GOULD, President

Fax Audit Number: H01000013103 6

**ADRIAN S. GOULD FOUNDATION, INC.
WRITTEN CONSENT IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS**

The undersigned, constituting the directors of ADRIAN S. GOULD FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation"), acting by written consent without a meeting pursuant to Florida law, hereby consent to the adoption of the following resolutions and direct that this consent be filed with the minutes of proceedings of the Board of Directors of the Corporation:

BE IT HEREBY RESOLVED, that the Board of Directors hereby consent and approve the dissolution of the Corporation, all in accordance with the terms and provisions of the Plan of Complete Dissolution (the "Plan"), as follows:

PLAN OF COMPLETE DISSOLUTION

1. All liabilities and obligations of the Corporation shall be paid and discharged;
2. Assets 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;
3. Assets received and held by the Corporation subject to limitations permitting their use only for a 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 this plan of distribution of assets;
4. Any remaining assets shall be distributed to Fidelity Charitable Gift Fund.
5. The officers and directors of the Corporation are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and information returns required by the Internal Revenue Service, together with income tax returns and information required by applicable regulations.
6. The officers and directors of the Corporation are authorized, empowered, and directed to do any and all other things in the Corporation's name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

FEB 01 '01 10:57AM BROAD AND CASSEL

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IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 1st
day of February, 2001.

DIRECTORS:


Lewis Gould


Susan Gould


Leonard Gould