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TALLAHASSEE, FLORIDA

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**DISSOLUTION OR WITHDRAWAL**

**DESTINY FOUNDATION OF CENTRAL FLORIDA, INC.**

RECEIVED

2009 SEP 24 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION  
OF  
DESTINY FOUNDATION OF CENTRAL FLORIDA, INC.**

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Pursuant to § 617.1402, *et seq.*, of the Florida Not for Profit Corporation Act, the undersigned hereby submits these Articles of Dissolution of **DESTINY FOUNDATION OF CENTRAL FLORIDA, INC.**, a Florida Nonprofit corporation (the "Corporation"), for filing.

**ARTICLE I**

The name of the Corporation is:

**DESTINY FOUNDATION OF CENTRAL FLORIDA, INC.,**  
a Florida nonprofit corporation, Document No. N00000006828;

dba Greater Orlando Food Outreach, Document No. G07054700248; and

dba Greater Osceola Food Bank Feeding and  
Providing Hope In Central Florida, Document No. G06107900282.

**ARTICLE II**

The dissolution of the Corporation, which has eight Directors and no Members, was adopted and authorized on 15th day of September 2009 by a unanimous vote of the five Directors of the Corporation present and entitled to vote on the proposed dissolution, pursuant to § 617.1403 of the Florida Not for Profit Corporation Act. The number of votes cast in favor of dissolving the Corporation was sufficient for approving a dissolution of the Corporation.

**ARTICLE III**

All debts, liabilities, and obligations for the Corporation shall be discharged in accordance with the Plan of Distribution and Complete Liquidation, attached hereto as Exhibit A, pursuant to § 617.1408, Florida Statutes.<sup>1</sup>

**ARTICLE IV**

The dissolution of the Corporation is effective as of the 15th day of September 2009.

Executed this 24<sup>th</sup> day of September 2009.

  
\_\_\_\_\_  
Mark Fugett, President

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<sup>1</sup> To the extent there are any funds recovered from the liquidation of the assets of the Company, creditors shall receive payment according to the priority of such debt; or, if funds are not sufficient to pay all outstanding debts in full, creditors shall receive a *pro rata* distribution according to the priority of such debt.

**CERTIFICATE**

The undersigned, Mark Fugett, does hereby certify that he is the duly-elected and qualified President of Destiny Foundation of Central Florida, Inc., a Florida nonprofit corporation, dba Greater Orlando Food Outreach and Greater Osceola Food Bank Feeding and Providing Hope in Central Florida (the "Corporation"), and that on the 15th day of September 2009, the Plan of Distribution and Complete Liquidation in the form attached hereto as Exhibit A was duly adopted and approved by verbal consent of all the directors of the Corporation eligible to vote, in accordance with §617.1402, et seq. of the Florida Not for Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 24<sup>th</sup> day of September 2009.

  
\_\_\_\_\_  
Mark Fugett, President

**EXHIBIT A****PLAN OF DISTRIBUTION AND COMPLETE LIQUIDATION**

(1) **DESTINY FOUNDATION OF CENTRAL FLORIDA, INC.**, a Florida nonprofit corporation, dba Greater Orlando Food Outreach and Greater Osceola Food Bank Feeding and Providing Hope in Central Florida ("Corporation"), elects to conclude its affairs, dissolve, and be completely liquidated in accordance with § 617.1402, §617.1403, and §617.1406 of the Florida Not for Profit Corporation Act, §501(c)(3) of the Internal Revenue Code, and this Plan of Distribution and Complete Liquidation (the "Plan").

(2) The Corporation shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, concluding its affairs, and distributing its assets in accordance with the Plan. Mark Fugett, the president and sole remaining director now in office, shall continue in office solely for these purposes.

(3) Mark Fugett, the president of the Corporation, is authorized to:

(a) Pay and discharge all liabilities and obligations of the corporation or make adequate provisions therefor;

(b) Return, transfer, or convey, in accordance with such requirements, any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution;

(c) Transfer or convey any assets 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, 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;

(d) Distribute other assets, if any, in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(e) Distribute any remaining assets to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

(6) Mark Fugett, the president of the Corporation, shall file with the Florida Department of State Articles of Dissolution at such time as he may deem appropriate, but not later than September 30, 2009.

(7) Mark Fugett, the president of the Corporation, is authorized and empowered to execute and file all instruments, documents, papers, tax returns, and reports, and to do any and all other things, and take any and all other actions, that he may deem necessary or desirable in order to carry out the purposes and intents of this Plan.