

N00104

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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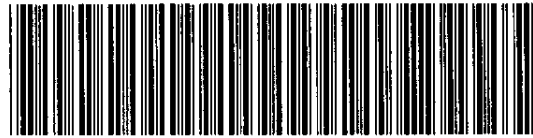
(Business Entity Name)

(Document Number)

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notice*

FILED
2015 FEB 11 PM 2:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

15 FEB 11 PM 1:49

*ARR
2/12/15*

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 498647 5017647

AUTHORIZATION

[Handwritten Signature]

COST LIMIT : \$35.00

ORDER DATE : February 11, 2015

ORDER TIME : 10:24 AM

ORDER NO. : 498647-005

CUSTOMER NO: 5017647

DOMESTIC FILINGS

NAME: THE ELIZABETH ORDWAY DUNN
FOUNDATION, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT# 62935

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Dissolution

DOCUMENT NUMBER: N00104

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joaquin Moreno

(Name of Contact Person)

Bryan Cave LLP

(Firm/Company)

200 South Biscayne Boulevard, Suite 400

(Address)

Miami, FL 33131-5354

(City/State and Zip Code)

For further information concerning this matter, please call:

Keith Kehrer

(Name of Contact Person)

at (314)

(Area Code)

259-2063

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

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

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2015 FEB 11 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is **THE ELIZABETH ORDWAY DUNN FOUNDATION, INC.**

SECOND: The document number of the corporation is N00104.

THIRD: The corporation has no members or members with voting rights.

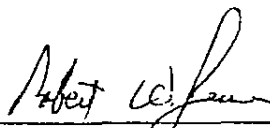
The date of adoption of the resolution by the board of directors was January 30, 2015.

The number of directors in office was three and the vote for the resolution was three (3) for and none (0) against.

The Plan of Distribution of Assets attached hereto as **Exhibit A** was duly adopted by the board of directors of the corporation.

FOURTH: The dissolution shall be effective on January 31, 2015. .

Signed this 30th day of January, 2015.



Robert W. Jensen, President

EXHIBIT A

PLAN OF DISTRIBUTION OF ASSETS

This Plan of Distribution of Assets of The Elizabeth Ordway Dunn Foundation, Inc., a Florida not for profit corporation (the "Corporation"), has been formulated in accordance with Section 617.406 of the Florida Not For Profit Act and Article XII of the articles of incorporation of the Corporation, which states:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.

Article II of the articles of incorporation and Article I of the bylaws provide the purpose of the Corporation (the "Purpose") is as follows:

"To make contributions to any organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954, with the exception of the organization testing for public safety."

Said Plan of Distribution of Assets is as follows:

1. **Plan of Liquidation.** The Corporation will cease the active conduct of its business and wind up its affairs and will distribute all of its assets, consisting almost exclusively of cash and securities, in complete liquidation of the Corporation, less any assets retained to meet claims.
2. **Liabilities and Obligations.** All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.
3. **Assets Held upon Condition.** 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.

4. **Assets Subject to Limitations.** 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, 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 Corporation.

5. **Distribution to Members or Others.** Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or bylaws to the extent such provisions determine the distributive rights of members, or any class or classes of members, or provide for distribution to others.

6. **Remaining Assets.** All other and remaining assets shall be distributed in accordance with the articles of incorporation of the Corporation. Article XII of the articles of incorporation provides that the Board of Directors shall determine where the assets shall be distributed on dissolution exclusively for the purposes of the Corporation. The Corporation's remaining assets, consisting almost exclusively of cash and securities, shall be distributed to the following three organizations, each described in Section 501(c)(3) of the Code with a similar purpose as the Corporation's Purpose, in any manner that is commercially reasonable and that results in each organization receiving cash and/or securities in an amount equal to one-third of the fair market value of the remaining assets:

The Mill Run Foundation, Inc.,
Red Cedar Foundation, Inc., and
Lyndonwood Foundation

7. **Dissolution.** The Officers and Directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time and may withdraw the Corporation from qualification in any other state whenever they deem such action appropriate. No further consents of the Directors shall be required.

* * * * *

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Elizabeth Ordway Dunn Foundation

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.

Description of information that must be included in a claim:

Name of Claimant

Nature of Claim

Date of Occurrence

Amount of Claim

Parties Involved

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

200 South Biscayne Boulevard

Suite 400

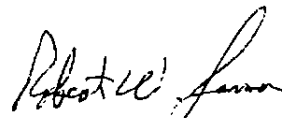
Miami, FL 33131-5354

c/o Keith H. Kehrer

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

ROBERT W. TEUSEN

Printed Name of the Person Filing



Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00