

Division of Corporations

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N00323

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DISSOLUTION OR WITHDRAWAL
BERT AND MARY MEYER FOUNDATION, INC.

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ARTICLES OF VOLUNTARY DISSOLUTION
OF
BERT AND MARY MEYER FOUNDATION, INC.
A NOT-FOR-PROFIT CORPORATION

FIRST: The name of the corporation is BERT AND MARY MEYER FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation were filed on December 13, 1983, under document number N00323.

THIRD: Adequate provision for all liabilities of the Corporation has been made, as set forth in the plan of distribution of assets attached hereto.

FOURTH: The Corporation has no members and, therefore, the dissolution of the Corporation was duly authorized, consented to, and unanimously approved by the majority of the directors of the Corporation at a meeting held on December 14, 2009.

DATED as of the 21st day of January, 2010.

BERT AND MARY MEYER FOUNDATION, INC.,
a Florida not-for-profit corporation

By: Barbara C. Meyer, President
Barbara C. Meyer, President

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TALLAHASSEE, FLORIDA

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PLAN OF DISTRIBUTION
OF ASSETS
FOR
BERT AND MARY MEYER FOUNDATION, INC.

THIS PLAN OF DISTRIBUTION OF ASSETS (this "Plan") is made as of the 15th day of December, 2009 by the Board of Directors of the BERT AND MARY MEYER FOUNDATION, INC., a Florida not for profit corporation (hereinafter "BAMM").

PREMISES:

WHEREAS, BAMM was formed, and has operated since its formation, exclusively for charitable, religious, educational, and scientific purposes; and

WHEREAS, the Board of Directors of the Corporation determined that it is in the best interest of the corporation and the communities which it serves to dissolve the BAMM; and

WHEREAS, the Board desires to distribute the assets of the Corporation to one or more organizations described in Section 170(b)(1)(A) of the Internal Revenue Code of 1986, as amended; provided that such organizations have been in existence and so described for a continuous period of at least 60 calendar months immediately preceding such distribution.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements, covenants, and provisions contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Board of Directors set forth the Plan as follows:

ARTICLE 1
GENERAL PLAN OF DISTRIBUTION

1.1 **Distribution.** BAMM, upon and/or in connection with the filing of Articles of Voluntary Dissolution with the Department of State of the State of Florida (the "Department") effecting the dissolution of BAMM (the "Articles of Dissolution"), will distribute, subject to amounts held in reserve as provided for below, the assets listed in Exhibit A to the Dade Community Foundation, Inc. and the assets listed in Exhibit B to Emory University.

1.2 **Plan Approval.** This Plan shall not be effective until approved by the Board of Directors, in accordance with the Articles of Incorporation, the corporation's bylaws and the applicable provisions of the Florida Not For Profit Corporation Act.

ARTICLE 2
EFFECTIVE DATE AND EFFECT OF THE DISSOLUTION

2.1 **Effective Date.** This Plan shall not be effective until approved by the Board of Directors, in accordance with the Articles of Incorporation, the corporation's bylaws and the applicable provisions of the Florida Not For Profit Corporation Act (the "Effective Date").

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2.2 Upon the Dissolution. Upon the Effective Date, BAMM shall, through its authorized officers and/or directors, begin the process of transferring its assets as provided for in Article 1 above; provided any such transfers are made in accordance with Section 617.1406, Florida Statutes (2009).

2.3 Dissolution of Corporate Existence. Following the Effective Date of this Plan and in connection with the distribution of the Corporation's assets as provided for herein, BAMM shall file Articles of Dissolution with the Florida Secretary of State.

ARTICLE 3 DIRECTORS AND OFFICERS

The directors and officers of BAMM shall have the authority to carry out the transactions contemplated in this Plan to effect the dissolution of the corporation under the Florida Not For Profit Corporation Act and the Internal Revenue Code, as applicable.

ARTICLE 4 RESERVES AND FUNDING

4.1 Reserves. The President shall retain funds or assets in an amount deemed appropriate by the President to satisfy the outstanding obligations and liabilities of the BAMM. The reserves established by the President shall include sufficient funds and/or assets to satisfy: (i) the Wachovia line of credit with the approximate outstanding principal balance of \$1,012,400; (ii) funding of existing grant obligations; (iii) federal income tax obligations; and (iv) any other costs or expenses associated with the dissolution of the corporation (including accounting and other professional fees) but not satisfied prior to submission of the Articles of Dissolution to the Secretary of State of the State of Florida, all as more particularly described on the attached Exhibit C.

4.2 Funding and Release of Reserves. The President shall hold the reserved funds in one or more accounts with one or more financial institutions until such time as the liabilities, obligations, and expenses set forth on Exhibit A have been satisfied. Upon satisfaction of such liabilities, obligations and expenses, the President shall distribute and transfer the remaining balance in any such accounts to the Dade Community Foundation, Inc.

ARTICLE 5 PERSONNEL POLICIES AND STAFFING

The Personnel Policies of BAMM.

The President of BAMM shall be responsible for the general execution of the Plan and the management of the affairs of BAMM during the process of dissolving and winding up the affairs of the corporation. The President of BAMM may rely, in part, on input from the Board of Directors to determine the appropriate steps to take with respect to the dissolution of the corporation and final distribution of the assets of the corporation in accordance with this Plan.

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ARTICLE 6
MISCELLANEOUS

6.1 **Abandonment.** Notwithstanding anything to the contrary herein contained, this Plan, the dissolution of the corporation may be terminated and abandoned by the Board of Directors of BAMM at any time prior to the filing of Articles of Dissolution.

6.2 **Amendment.** At any time before the filing of the Articles of Dissolution with the Secretary of State of the State of Florida, the Board of Directors may amend this Plan as they may deem necessary and appropriate. This Plan may not be amended except by an instrument in writing approved by the Board of Directors.

Signature



Mary Levy, Secretary, Bert and Mary Meyer Foundation

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Exhibit "A"
Assets Distributed to Dade Community Foundation, Inc.

13,800 shares UPS (currently valued at \$59/share)

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Exhibit "B"
Assets Distributed to Emory University

DVD's: 50 Dvd's of BAMM's 20th anniversary regional workshops; held in 2005-2006 in VA, FL and MS; panel discussions with grantee community leaders and organizers reflecting on their work over the past 20 years, including the impact BAMM has had on their work.

CD's: 95 Cd's of digital stories grantee organization members, produced during DVD training sessions held in conjunction with the above conferences.
95 cd's of source files for digital stories

VHS Tapes 80 vhs tapes of outreach meetings, including one (1) BAMM promo and miscellaneous tapes received from grantees

DAT tapes 150 DAT tapes of board meetings, outreach meetings, interviews, and the final 20th anniversary celebration, a 3 day conference held in Atlanta GA, attended by close to 100 grantees. Other interviews done on visits to New Orleans, the Gulf Coasts of LA and MS interviewing grantees and others who experienced Katrina and its aftermath. Gulf Coast site visits to grantee organizations following the storm.

Audio 200 (aprox.) audio cassette tapes (analog) of board meetings,
Cassette outreach meetings, interviews of board members and grantees
Tapes

Photographs 10,000 photos of meetings, grantees at work in their communities, BAMM events, grantee events and photos sent by grantees on 50 cd's and 1,000 print images plus 200 negatives.

Printed 60 file boxes of BAMM's documents, records, grant files,
Materials miscellaneous pamphlets and newsletters

Reel to Reel film: 6 reels of personal films---not to be shared without permission.

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**Exhibit C
Expenses**

Cultural Assets Project Jan -- June	\$100,000
Legal fees	2,500
Employee transition package	45,300
2009 4 th qtr pension plan payments	2,400
Grants obligations	30,000
Jan. and Feb. rent	8,000
Jan. administrative consultant half time	2,000
Jan. Feb. insurance, phone, internet	1,200
Accounting (internal, financial reports	2,500
Accountant (external, tax preparation)	4,800
2009 tax returns (estimated)	11,000
2010 tax returns (estimated)	27,900
Final report: writing, printing, graphics, mailing	12,000
Final board celebration in Feb.	8,000
Lease exit fee	20,000
Loan payoff	1,012,400
TOTAL	\$ 1,290,000

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