

NO 1000000199

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

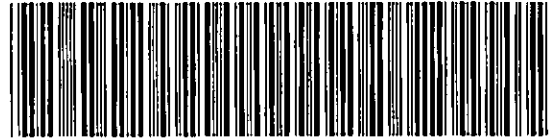
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300315999933

07/20/18--01018--028 **35.00

FILED

2018 JUL 20 PM 12:03

**SECRETARY OF STATE
TALLAHASSEE, FL**

C GOLDEN

JUL 25 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of American Adoptions of Florida, Inc.

DOCUMENT NUMBER: N01000000799

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

Please return all correspondence concerning this matter to the following:

Cynthia Voccio, Paralegal

(Name of Contact Person)

Foulston Siefkin LLP

(Firm/Company)

9225 Indian Creek Pkwy, Suite 600

(Address)

Overland Park, KS 66210

(City/State and Zip Code)

For further information concerning this matter, please call:

Cynthia Voccio, Paralegal

(Name of Contact Person)

913

at (_____) _____

(Area Code)

253-2151

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

FOULSTON SIEFKIN LLP

1551 N. Waterfront Parkway, Suite 100
Wichita, Kansas 67206-4466
316.267.6371
Fax 316.267.6345



Cynthia L. Voccio
Paralegal
913.253.2151
866.238-1509 Fax
cvoccio@foulston.com

ATTORNEYS AT LAW

32 Corporate Woods, Suite 600
9225 Indian Creek Parkway
Overland Park, Kansas 66210-2000
913.498.2100
www.foulston.com

Topeka Tower, Suite 1400
534 South Kansas Ave.
Topeka, Kansas 66603-3436
785.233.3600
Fax 785.233.1610



July 19, 2018

VIA FEDERAL EXPRESS

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

Re: American Adoptions of Florida, Inc.
Document Number: N010000000799

To Whom It May Concern:

Enclosed please find the firm's check in the amount of \$35.00, Cover Letter, Articles of Dissolution, Notice of Corporate Dissolution, Unanimously Adopted Resolution and Plan of Dissolution for American Adoptions of Florida, Inc.

Once the documents are filed, please return a file-stamped copy of the documents to my attention in the pre-paid Federal Express envelope provided.

Please contact me with any questions. Thank you for your assistance.

Very truly yours,

FOULSTON SIEFKIN LLP


Cynthia L. Voccio

CLV
Enclosures

FILED

2018 JUL 20 PM 12:03

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution: **DEPARTMENT OF STATE
TALLAHASSEE, FL**

FIRST: The name of the corporation as currently filed with the Florida Department of State:
American Adoptions of Florida, Inc.

SECOND: The document number of the corporation (if known): N010000000799

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

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

_____. The number of votes cast by the members was sufficient for approval.

☒ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

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

The number of directors in office was _____ and the vote for resolution was _____ for and _____ against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: August 1, 2018
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: 

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Scott Mars

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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: American Adoptions of Florida, Inc.

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:

American Adoptions of Florida, Inc., a Florida Not for Profit Corporation, filed its Articles of Dissolution on July 11, 2018
with the Florida Secretary of State. Dissolution will be effective August 1, 2018. Any and all claims against American
Adoptions of Florida, Inc. may be sent to 7500 W. 110th Street, 5th Floor, Suite 500, Overland Park, KS 66210. Each
claim shall include the following information: the name, address and telephone number of the claimant; the amount of the
claim; the basis of the claim; the date(s) on which the claim is based occurred; and any documentation supporting the claim.

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

7500 W. 110th Street

5th Floor, Suite 500

Overland Park, KS 66210

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.

Scott Mars

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

**UNANIMOUSLY ADOPTED RESOLUTION AND
PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS OF
AMERICAN ADOPTIONS OF FLORIDA, INC., A FLORIDA CORPORATION**

The undersigned, constituting all of the current members of the Board of Directors of American Adoptions of Florida, Inc., a Florida corporation (the "**Company**"), hereby approve in writing this Resolution and Plan of Dissolution and Distribution of Assets (the "**Resolution**");

1. **The Company.** The Company is duly organized, validly existing, and in good standing under the laws of the State of Florida.

2. **Dissolution.** The Company desires to be and shall be dissolved pursuant to Florida Stat. § 617.1402, effective September 1, 2016.


3. **Discharge of or Adequate Provision for Liabilities and Obligations.** Between now and September 1, 2016, the Company shall pay and discharge all of its currently outstanding liabilities and obligations and make adequate provisions for any liabilities or obligations for which the Company has yet to be billed.

4. **No Assets Held on Condition.** The Company does not possess any assets that are held on any condition requiring the asset's return, transfer or conveyance to any person or entity.

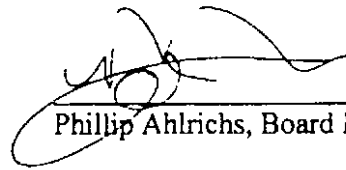
5. **Distribution of Assets and Assignment of Contracts to American Adoptions of Florida, LLC.** Between now and September 1, 2016, following discharging or making adequate provision for its liabilities and obligations as set forth in Section 3, and following receipt of proof and assurance that American Adoptions of Florida, LLC has secured a license as a Florida child-placing agency pursuant to Florida Stat. § 409.175, the Company shall transfer or convey all of its remaining assets and assign all of its outstanding contractual obligations (including but not limited to any adoption-related agreements) to American Adoptions of Florida, LLC, as a Florida limited liability company that is engaged in activities substantially similar to those activities in which American Adoptions of Florida, Inc. was previously engaged.

6. **Articles of Dissolution.** On or before September 1, 2016, pursuant to Florida Stat. § 617.1403, the Company will file with the Florida Secretary of State's office the Articles of Dissolution attached hereto as Exhibit "A".


IN WITNESS HEREOF, each of the members of the Board of Directors of American Adoptions of Florida, Inc., execute this Resolution and Plan of Dissolution and Distribution of Assets Agreement, effective as of June 1, 2016.



Scott Mars, Director and Chairman



Phillip Ahlrichs, Board Member



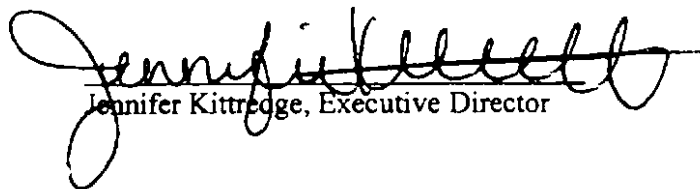
Mindy Van Hercke, Board Member



Rich Hochandel, Board Member



Susan Mars, Board Member



Jennifer Kittredge, Executive Director

EXHIBIT "A"

**Articles of Dissolution
Pursuant to Florida Stat. § 617.1403**