

N010000006759

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000177771 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : QUARLES & BRADY LLP

Account Number : I200000000067

Phone : (239) 262-5959

Fax Number : (239) 434-4999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL 25 AM 9:55

FILED

DISSOLUTION

MENTAL HEALTH ASSOCIATION OF COLLIER COUNTY FOUNDATI

RECEIVED

05 JUL 25 AM 8:00

DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Ant Dipo/CUS
@ 7/25/05

((H05000177771 3)))

**ARTICLES OF DISSOLUTION
OF
MENTAL HEALTH ASSOCIATION OF COLLIER COUNTY FOUNDATION, INC.**

Pursuant to Florida Statutes §617.1403, the undersigned corporation adopts these Articles of Dissolution:

1. The name of the corporation is Mental Health Association of Collier County Foundation, Inc. ("Corporation").

2. The Corporation was formed on September 24, 2001 under document number N01000006759.

3. The Corporation has approximately US\$80,000.00 in assets which shall be distributed to the Mental Health Association of Collier County, Inc., a Florida Not for Profit corporation, exempt from Federal income taxation under §501(c)(3) of the Internal revenue Code.

4. The procedure for dissolving the Corporation in accordance with the Articles of Incorporation is to obtain the affirmative vote of two thirds of the Membership and two-thirds of the Board of Directors.

5. The Board has three (3) directors in office as of the date of these Articles of Dissolution, to wit:

Jane Dunn
Rosalind A. Carr
Robert L. Jones, Jr.

The Board of the Directors of the Corporation by unanimous written consent have elected to dissolve the Corporation in accordance with their authority under the Corporation's Articles of Incorporation and otherwise pursuant to Florida Statutes §617.1043 on the effective date below.

6 In excess of two-thirds of Members of the Corporation as of the date of these Articles of Dissolution, the 15th day of June, 2005 have provided their consent in writing to the dissolution of the Corporation in accordance with their authority under the Corporation's Articles of Incorporation and otherwise pursuant to Florida law.

7. The Corporation desires to dissolve pursuant to Florida Statutes §617.1403(c).

8. Any net assets of the corporation later discovered shall be distributed by the directors to the Mental Health Association of Collier County, Inc. in accordance with the Plan of Dissolution of the Corporation.

QBNAP466203.1

((H05000177771 3)))

FILED
05 JUL 25 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. No corporate debts remain unpaid.

10. The dissolution shall be effective on the date of filing of these articles of dissolution with the Florida Department of State.

Mental Health Association of Collier
County Foundation, Inc., a Florida
not for profit corporation

By: Rosalind A. Carr
Rosalind A. Carr, Director

((H05000177771 3)))

**PLAN OF DISSOLUTION
OF
MENTAL HEALTH ASSOCIATION OF COLLIER COUNTY FOUNDATION, INC.**

AUTHORIZATION FOR DISSOLUTION

This Plan of Dissolution ("Plan") has been proposed to the Directors and Members of Mental Health Association of Collier County Foundation, Inc., a Florida not for profit corporation ("Corporation") having its business address at as of the 15th day of June, 2005.

APPROVAL AND ADOPTION OF THE PLAN

The Board of Directors of the Corporation has determined that it is in the best interest of the Corporation and of its Membership to dissolve. The Board has proposed this written Plan of Dissolution and attached Articles of Dissolution to the Board and to the Membership as a manifestation of the recommendation to dissolve.

If adopted and approved by the required two-thirds of the Board of Directors, the Corporation shall be completely liquidated and dissolved, all of its known debts and liability shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to such one or more IRC §501(c)(3) organizations as the Board of Directors may determine in accordance with the Articles of Incorporation.

The Board of Directors have decided by unanimous vote to transfer all assets of the Corporation, net of dissolution expenses to the Mental Health Association of Collier County, Inc.

This plan shall become effective on the date on which it is approved and adopted the required two-thirds of the Board of Directors. The date of the approval and adoption of the plan is hereinafter called the "Effective Date."

CESSATION OF BUSINESS

After the Effective Date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation distribution.

ASSETS

The Board of Directors takes notice that all of the assets of the Corporation, other than those reserved to pay final legal and accounting fees to closing the Corporation have been consumed in the operation of the Corporation and there remain no assets for distribution.

PAYMENTS OF DEBTS AND LIABILITIES

QBNAFM466203.1

((H05000177771 3)))

Board of Directors has reviewed the financial information of the Corporation and has determined that no debts or liabilities remain outstanding. This information has been provided to the Membership.

DISTRIBUTION OF ASSETS

There are no remaining assets for the Directors to distribute and the Corporation shall be dissolved following this action.

POWERS OF DIRECTORS AND OFFICERS

Upon Adoption, the Board of Directors and the Officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the corporation and its dissolution including the execution of such instruments as may be required to vest title to the assets and the Members in the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

DISSOLUTION RESOLUTION

In accordance with the Written Consent attached to this Plan of Dissolution, the required two-thirds of the Board of Directors and two-thirds of the Membership have approved this Plan of Dissolution and Rosalind A. Carr is granted the Authority to sign the Articles of Dissolution to liquidate the Corporation and to cause the filing of the same with the Florida Department of State.

Dated the 15 day of June, 2005

**Mental Health Association of
Collier County, Inc.** a Florida not for
profit corporation

By: Jane Dunn
Jane Dunn, Director

By: Rosalind A. Carr
Rosalind A. Carr, Director

By: Robert L. Jones, Jr.
Robert L. Jones, Jr., Director