

NO10000008199

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MICHAEL J. McDERMOTT
RICKY L. THACKER

MICHAEL A. OSSI
Of Counsel

June 24, 2009

Florida Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Re: CHILD PROTECTION EDUCATION OF AMERICA, INC.
No1000008199
Articles of Dissolution
Our File No.: 09-0047

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Dissolution for the above Not for Profit Corporation, a Plan of Distribution of Assets/Liquidation pursuant to Fla. Stat. 617.1406(4), a self addressed envelope and my general office account check in the amount of \$60.00 for the following:

\$35.00 for the Filing Fee
\$8.75 for a Certified Copy
\$8.75 for a Certificate of Status

Please file the aforementioned Articles of Dissolution with the associated Plan of Distribution of Assets/Liquidation and return a Certified Copy and a Certificate of Status at your convenience.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Michael J. McDermott

Michael J. McDermott, Esquire

MJM\jwj
Enclosures
cc: Client

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*Dictated by Michael J. McDermott and mailed
without his review to avoid further delay.*

ARTICLES OF DISSOLUTION

OF

CHILD PROTECTION EDUCATION OF AMERICA, INC.
a Florida Not for Profit Corporation

Pursuant to section 617.1402, Florida Not for Profit Corporation Act, Florida Statutes, the undersigned Not for Profit Corporation submits the following articles of dissolution:

1. The name of the Not for Profit Corporation is: CHILD PROTECTION EDUCATION OF AMERICA, INC.
2. The date of dissolution of CHILD PROTECTION EDUCATION OF AMERICA, INC. is the effective date of these Articles of Dissolution.
3. The dissolution was recommended all of the Directors and authorized by unanimous consent of all of the voting members. Both the Unanimous Written Consent in Lieu of Meeting of the Directors and the Unanimous Written Consent in Lieu of Meeting of the Members of CHILD PROTECTION EDUCATION OF AMERICA, INC. form was executed of even date herewith.
4. All known debts, obligations, and liabilities of CHILD PROTECTION EDUCATION OF AMERICA, INC. have been paid or discharged, or adequate provision has been made to do so pursuant to §617.1406, Florida Not for Profit Corporation Act, Florida Statutes.
5. All remaining property and assets (none) have been distributed to the members of CHILD PROTECTION EDUCATION OF AMERICA, INC. in accordance with their respective rights and interests.
7. There are no known suits pending against CHILD PROTECTION EDUCATION OF AMERICA, INC. in any court, and adequate provision has been made for the satisfaction of any judgment, order, and/or decree which may be entered against it in any unknown pending or potential suit.

Signed this 23rd day of June, 2009.

CHILD PROTECTION EDUCATION OF
AMERICA, INC.
a Florida Not for Profit Corporation

By: Jody H. Katz
Jody Katz
as its President

**UNANIMOUS WRITTEN CONSENT
IN LIEU
OF
MEETING OF THE DIRECTORS**

**OF
CHILD PROTECTION EDUCATION OF AMERICA, INC.
a Florida Not for Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 29 AM 8:53

Pursuant to Fla. Stat. §§617.0821 & 617.1402 of the Florida Not for Profit Corporation Act, the undersigned being all of the Directors of CHILD PROTECTION EDUCATION OF AMERICA, INC. hereby consent to the adoption of the following resolutions in lieu of a meeting of the Directors of the Not for Profit Corporation and recommend that the Not for Profit Corporation be dissolved and direct that the question of said dissolution be submitted to the members of the Not for Profit Corporation for vote thereon. Upon the passing of the resolution by the member the President of the Not for Profit Corporation is directed to take all steps necessary or appropriate to carry out of the following resolution(s):

WHEREAS, the Directors believe that it is in the best interests of the Not for Profit Corporation to dissolve CHILD PROTECTION EDUCATION OF AMERICA, INC.;

NOW, THEREFORE, BE IT

RESOLVED, that all the Directors, by their below signatures, do hereby recommend that the Not for Profit Corporation be dissolved and that the recommendation be submitted to the members for a vote.

FURTHER, resolved that, upon the approval by the members of the dissolution, the President is thereafter authorized to execute articles of dissolution and such other documents as may be necessary or appropriate to complete the dissolution of the Not for Profit Corporation.

IN ASSENT TO THE ABOVE, each of the undersigned Members has signed and dated his, her or its name.

Dated: 6/23/09

By Hillary Sessions
Hillary Sessions
Executive Director

Dated: 6/23/09

By Jody Katz
Jody Katz
Director

Dated: 3/27/09

By Grace Childers
Grace Childers
Director

Dated: 6/23/09

By Debbie Galletti
Debbie Galletti
Director

**UNANIMOUS WRITTEN CONSENT
IN LIEU
OF
MEETING OF THE MEMBERS
OF
CHILD PROTECTION EDUCATION OF AMERICA, INC.
a Florida Not for Profit Corporation**

Pursuant to Fla. Stat. §§617.0701(4)(a) & 617.1402 of the Florida Not for Profit Corporation Act, the undersigned being all of the Members entitled to vote of CHILD PROTECTION EDUCATION OF AMERICA, INC. hereby consent to the adoption of the following resolutions in lieu of a meeting of the Members of the Not for Profit Corporation and direct the President of the Not for Profit Corporation to take all steps necessary or appropriate to carry out the intent of the following resolution(s):

WHEREAS, the Members believe that it is in the best interests of the Not for Profit Corporation to dissolve CHILD PROTECTION EDUCATION OF AMERICA, INC.;

NOW, THEREFORE, BE IT

RESOLVED, that all the members, by their below signatures, do hereby recommend that the Not for Profit Corporation be dissolved.

FURTHER, resolved that, the members having approved the dissolution, and the President is hereby authorized to execute articles of dissolution and such other documents as may be necessary or appropriate to complete the dissolution of the Not for Profit Corporation.

IN ASSENT TO THE ABOVE, each of the undersigned Members has signed and dated his, her or its name.

Dated: 6/23/09

By 

Hillary Sessions
Member

PLAN OF DISTRIBUTION OF ASSETS/LIQUIDATION

1. CHILD PROTECTION EDUCATION OF AMERICA, INC., a Not for Profit Corporation organized by and under the laws of the State of Florida shall proceed to a complete liquidation according to the procedure set forth in this Plan.

2. The Plan shall be recommended by the Board of Directors at a meeting called for that purpose, and approved by the voting members at a meeting called for that purpose, and, upon such approval, the Plan shall be deemed to have been adopted.

3. Upon the adoption of this Plan of complete liquidation, the Not for Profit Corporation will thereupon do no further business unless it be necessary to wind up its affairs.

4. The Not for Profit Corporation shall return the following real property with all of its improvements:

Lot 34 of BROOKWOOD SUBDIVISION, as recorded in map or plat thereof as recorded in plat book 112, page 255, of the Public Records of Hillsborough County, Florida.

Street address: 207 E. Bloomingdale Ave., Brandon, Florida 33511

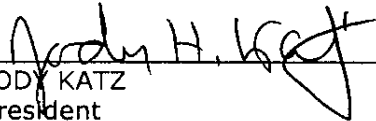
to the Mortgagee, SouthShore Community Bank, for credit against the balance due under that certain Construction Mortgage given by CHILD PROTECTION EDUCATION OF AMERICA, INC. to SouthShore Community Bank dated December 20, 2007.

5. On the dissolution or winding up of this Not for Profit Corporation, it shall sell the balance of its assets, publicly or by private sale, and pay or provide for the balance of its debts and liabilities. Any balance of assets remaining after payment, or provision for payment, of all debts and liabilities of the Not for Profit Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for the location and assistance in location of missing children/adults and which has established its tax exempt status under 26 U.S.C.A. s 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

6. After the consummation of the sale of the corporate assets under this Plan, the said Not for Profit Corporation shall be dissolved in accordance with the laws of the State of Florida.

7. The Officers of the Not for Profit Corporation, so authorized by the Board of Directors, and by law, shall perform such acts as are necessary to carry out the details of the Plan, shall execute, acknowledge and deliver all deeds, bills of sale, and any other documents necessary to transfer the Not for Profit Corporation's assets and to carry out the Plan as hereinbefore set forth.

By my signature hereto affixed below, I hereby certify compliance with the requirements of Fla. Stat. 617.1406 subsections (1) & (2).



JODY KATZ
President

J:\Z:\2009\09-0047\Plan of Distribution.doc