

**N02000001637**

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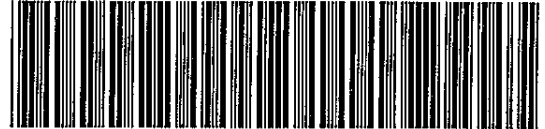
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 JUL 26 AM 10:42

Everglades Defense Council, Inc.  
5825 Sunset Avenue, Suite 302  
South Miami, FL 33142

July 22, 2004

Florida Department of State  
Division of Corporations  
Corporate Filings- Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

RE: Dissolution of Everglades Defense Fund, Inc.

Dear Amendment Section:

Pursuant to sections 617.1402 and 617.1406 of the Florida Statutes, please find enclosed executed Articles of Dissolution and authenticated Plan of Distribution of Assets for Everglades Defense Fund, Inc. We request a certified copy of the Dissolution, accompanied by the Plan of Distribution of Assets, for our records. Please deliver the certified copy to the following address:

Alan Farago  
Everglades Defense Fund, Inc.  
5825 Sunset Avenue, Suite 302  
South Miami, FL 33142

Also enclosed is a check in the amount of \$43.75 to cover the required filing fee and certified copywork.

At your earliest convenience, please also date stamp the enclosed copy of this letter and return it in the pre-addressed and stamped envelope provided. Should any problem arise with this filing request, please contact me immediately at (305) 778-8765.

Sincerely,

  
Alan Farago

Enclosures.

## ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is Everglades Defense Fund, Inc.

SECOND: Adoption of dissolution  
(Complete Section I or II)

### SECTION I

If the corporation has members entitled to vote:

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

7/18/2004  
(CHECK ONE)

☒ The number of votes cast for dissolution was sufficient for approval.

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

### SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was 7/18/2004.

The number of directors in office was 3 and the vote for the resolution was 3 for and 0 against.

Signed this 19 day of July, 2004.

Signature [Signature]  
(By the Chairman or Vice Chairman of the Board, President or other officer)

BARBARA LANGRISH  
(Typed or printed name)

Chairperson

(Title)

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**RESOLUTION TO VOLUNTARILY DISSOLVE AND  
PLAN OF DISTRIBUTION OF ASSETS**

WHEREAS, Everglades Defense Fund, Inc. incorporated as a Florida nonprofit corporation on March 7, 2002 ("Corporation");

WHEREAS, the Internal Revenue Service has recognized the Corporation as a tax exempt under 501(c)(3) of the Internal Revenue Code organization;

WHEREAS, the Board of Directors has determined to dissolve the Corporation and wind up its affairs;

WHEREAS, the Corporation's Board of Directors are the sole voting members of the Corporation and there is no other class of members entitled to vote on dissolution;

THEREFORE, pursuant to section 617.1403 of the Florida Statutes, the Board of Directors, by unanimous vote, hereby authorizes the dissolution of the Corporation and instructs the Chairperson to file Articles of Dissolution with the Florida Department of State.

FURTHER, the Board of Directors, by unanimous vote, hereby adopts the following plan of distribution of assets and instructs the Chairperson to file such Plan with the Florida Department of State in accordance with section 617.1406 of the Florida Statutes:

1. All liabilities and obligations of the Corporation, as set forth on the attached Schedule, shall be paid and discharged;
2. Any assets held by the Corporation, which are subject to a condition that requires such assets to be returned, transferred, or conveyed upon dissolution of the Corporation shall be returned, transferred, or conveyed in accordance with such requirement;
3. All remaining assets of the Corporation, whether 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 conveyed to the Natural Resources Defense Council, a foreign corporation recognized as tax exempt under the Internal Revenue Code and engaged in activities substantially similar to those of the Corporation.

**Certification**

The undersigned hereby certifies that she is the elected Chairperson, a corporation non-profit duly formed pursuant to the laws of the state of Florida, that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors, that said meeting was held in accordance with state law and bylaws of the Corporation on 7/18/2004, that the adoption of the Plan of Distribution of Assets complied with the requirements of section 617.1406(2) of the Florida Statutes and that this resolution is in full force and effect without modification or rescission.

Signed this 19 day of July, 2004.

Signature

Print Name:

Title: Chairperson

EVERGLADES DEFENSE FUND, INC.  
PLAN OF DISTRIBUTION OF ASSETS

SCHEDULE OF LIABILITIES AND OBLIGATIONS

N LIABILITIES

OR OBLIGATIONS