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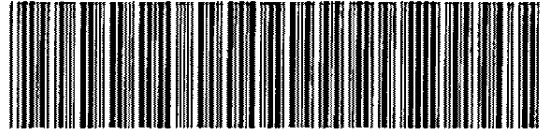
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TALLAHASSEE, FL  
SECRETARY OF STATE

C. Coulllette MAY 11 2004

**SANCHEZ-MEDINA & ASSOCIATES, P.A.**  
LAW OFFICE

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THE COLONNADE, SUITE 302  
2333 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA 33134  
TEL: 305.448.4344 • FAX: 305.448.7887 • RSANCHEZ-MEDINA@RSM-LAW.COM

May 3, 2004

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Dissolution of Friends of the Miami-Dade Local Branch, Inc.**

To Whom It May Concern:

Enclosed please find (i) the Articles of Dissolution for the Friends of the Miami-Dade Local Branch, Inc., and (ii) check number 1225 in the amount of \$35.00 as to satisfy the filing fee for dissolution.

Please call me if you have any questions or comments.

Very truly yours,



Roland Sanchez-Medina Jr.

RSM:kc

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FRIENDS OF THE MIAMI-DADE LOCAL BRANCH, INC.

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution on behalf of the **Friends of the Miami-Dade Local Branch, Inc.** (the "Corporation"):

- FIRST: The name of the corporation is **FRIENDS OF THE MIAMI-DADE LOCAL BRANCH, INC.**
- SECOND: The date dissolution was authorized is February 29, 2004.
- THIRD: The Corporation has no members. The dissolution of the Corporation was approved unanimously by the members of the Board of Directors of the Corporation on February 29, 2004. The number of votes cast for dissolution was sufficient for approval.

Signed as of this First day of March, 2004.

  
Ari Lynn Turner, *Executive Director*

**FRIENDS OF THE MIAMI-DADE LOCAL BRANCH, INC.**

**ACTION BY WRITTEN CONSENT IN LIEU  
OF A SPECIAL MEETING OF THE  
BOARD OF DIRECTORS**

The undersigned, constituting all of the members of the Board of Directors of Friends of the Miami-Dade Local Branch, Inc., a Florida not for profit corporation (the "Corporation"), hereby adopts the following resolutions by unanimous written consent in lieu of a meeting:

**RESOLVED**, the Board of Directors of the Corporation believes that it is desirable and in the best interests of the Corporation to wind up the affairs of the Corporation and dissolve under state law;

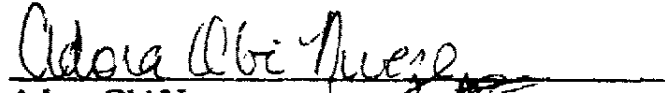
**RESOLVED**, the Board of Directors desire to authorize Ari Lynn Turner, as the Executive Director of the Corporation, to pay any remaining obligations or liabilities of the Corporation, distribute the assets of the Corporation to the Miami-Dade Branch of the National Association for the Advancement of Colored People, Inc. and otherwise wind down the affairs of the Corporation; and

**WHEREAS**, the Board of Directors desire to authorize, approve, direct, ratify or otherwise confirm these and various other actions taken or to be taken in connection with the dissolution of the Corporation;

**NOW, THEREFORE, BE IT RESOLVED**, that the dissolution of the Corporation is hereby adopted and approved, and Ari Lynn Turner, as the Executive Director of the Corporation, be, and she hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, acting alone, to (i) distribute all remaining assets and/or funds of the Corporation to the Miami-Dade Branch of the National Association for the Advancement of Colored People, Inc. after the paying of any remaining obligations of the Corporation, (ii) otherwise wind down the affairs of the Corporation, and (iii) execute and deliver to the State of Florida all documents, certificate and instruments required to dissolve the Corporation; and

**BE IT FURTHER RESOLVED**, that any and all of the actions heretofore or hereafter taken by any director or officer of the Corporation in connection with the foregoing resolutions are approved, adopted, authorized, confirmed, ratified, and consented to in all respects.

IN WITNESS WHEREOF, the undersigned, constituting all of the directors of the Corporation, has approved, adopted, authorized, confirmed, ratified, and consented to the foregoing resolutions and actions as of this 29<sup>th</sup> day of February, 2004.

  
Adora Obi Nweze

  
William D. Talbert III

  
The Honorable Alex Penelas