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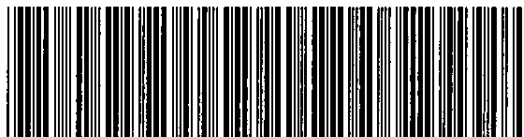
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dissolution

TB

12-12-08

**COVER LETTER**

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

**SUBJECT:** Dissolution of SW Film Society, Inc.

**DOCUMENT NUMBER:** N02000005130.

The enclosed Articles of Dissolution and Plan of Distribution with the \$35.00 fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kyle N. Williamson, CPA  
LarsonAllen LLP  
4099 Tamiami Trail North, Suite 200  
Naples, Florida 34103-3458

For further information, please call Kyle Williamson at 239-262-8686.

**ARTICLES OF DISSOLUTION  
OF  
SW FLORIDA FILM SOCIETY, INC.**

**FILED**  
2008 DEC -8 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 617.1403, Florida Statutes, SW Florida Film Society, Inc., a Florida non-profit corporation (the "Corporation"), hereby submits the following Articles of Dissolution.

**ARTICLE I  
Name**

The name of the Corporation is: SW Florida Film Society, Inc.

**ARTICLE II  
Document Number**

The document number of the Corporation is: N02000005130.

**ARTICLE III  
Dissolution Authorized**

The Corporation has no members entitled to vote on the dissolution. On August 19<sup>th</sup>, 2008, the board of directors, consisting of four members, unanimously adopted the resolution to dissolve the Corporation.

Dated this 24th day of November, 2008.

**SW FLORIDA FILM SOCIETY, INC.,**  
A Florida corporation

By: Maggie McCarty  
Maggie McCarty, President

**PLAN OF DISTRIBUTION OF ASSETS  
OF  
SW FLORIDA FILM SOCIETY, INC.**

**WHEREAS**, it is deemed advisable and in the best interests of SW Florida Film Society, Inc., a Florida non-profit corporation (the "Corporation"), to wind up the affairs of the Corporation and to distribute its assets in accordance with Section 617.1406 of the Florida Statutes; and

**WHEREAS**, on August 19<sup>th</sup>, 2008, the board of directors unanimously adopted the resolution to dissolve the Corporation;

**NOW THEREFORE**, in consideration of the foregoing, the Corporation adopts the following Plan of Distribution of Assets (the "Plan"):

1. The officers of the Corporation shall pay all of the Corporation's debts and expenses, setting aside a reasonable amount in cash that they deem necessary to meet any expected contingent claims, liabilities, or expenses.
2. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.
3. Assets 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, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation in accordance with the Corporation's bylaws.
4. Other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws provide for distribution to others.
5. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate the Plan.
6. Upon distribution of all of the assets of the Corporation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal tax return.

**CERTIFICATE OF SECRETARY OF SW FLORIDA FILM SOCIETY, INC.**

On this 24th day of November, 2008, the undersigned, as Secretary of SW Florida Film Society, Inc., a Florida non-profit corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Distribution of SW Florida Film Society, Inc. that was unanimously adopted by its Board of Directors on November 24th, 2008.

By: Jean Marie Mundell  
Jean Marie Mundell, Secretary