

# N02000006101

Florida Department of State  
Division of Corporations  
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.

((H200001669123)))



H200001669123ABC.

**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) 617-6380

From:

Account Name : KATZ BARRON  
Account Number : 072627002473  
Phone : (305) 856-2444  
Fax Number : (305) 860-2588

**DISSOLUTION OR WITHDRAWAL**  
**WHITMAN FAMILY BAL HARBOUR FOUNDATION, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 06      |
| Estimated Charge      | \$35.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

V. SULKEP

JUN 08 2020

H20000166912 3

## 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 as currently filed with the Florida Department of State:  
Whitman Family Bal Harbour Foundation, Inc.

SECOND: The document number of the corporation (if known): N02000006101

THIRD: Adoption of Dissolution  
**(COMPLETE SECTION I OR II)**

### SECTION I

**If the corporation has members entitled to vote:**

(CHECK/COMPLETE ONE)

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

\_\_\_\_\_. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

### SECTION II

**If the corporation has no members or members entitled to vote on the dissolution:**

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was May 26, 2020.

The number of directors in office was 4 and the vote for resolution was 4 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: \_\_\_\_\_  
(no more than 90 days after dissolution file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: Matthew Whitman Lazenby  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Matthew W. Lazenby

(Typed or printed name of person signing)

Vice President

(Title of person signing)

**Filing Fee: \$35**

H20000166912 3

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**  
**OF**  
**WHITMAN FAMILY BAL HARBOUR FOUNDATION, INC.**

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of **Whitman Family Bal Harbour Foundation, Inc.**, a Florida not for profit corporation (the "Foundation"), through the distribution of all the Foundation's assets to the Charities (as defined below) in complete liquidation of the Foundation. Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan shall be considered adopted by the Foundation upon the approval and adoption thereof by the Board of Directors of the Foundation.

3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Foundation shall liquidate and distribute any and all of its assets of any kind whatsoever to the Charities in accordance with that certain Amended and Restated Bylaws of the Foundation (the "Bylaws"). The period in which such assets shall be distributed, and the dissolution completed, shall be as soon as practicable.

4. Winding Up of Business. During the Liquidation Period, the Foundation shall continue its business to the extent necessary to conduct business consistent with the purpose of the Foundation to distribute all of its assets to the Charities and wind up its affairs.

5. Distribution of Assets. All assets of the Foundation shall be immediately distributed to the following four (4) charities (collectively, the "Charities") as follows:

- One Hundred Thousand Dollars (\$100,000) to Miami Country Day School;
- Two Hundred Ten Thousand Dollars (\$210,000) to The Shul of Bal Harbor;
- Two Hundred Ten Thousand Dollars (\$210,000) to The Church by the Sea; and
- Two Hundred Ten Thousand Dollars (\$210,000) to St. Joseph Catholic Church.

6. Books and Form 990. Upon the final distribution of all the assets of the Foundation, the Board of Directors of the Foundation shall instruct the Foundation's accountants to close the books of the Foundation and to file a Form 990 and the appropriate Schedules with the Internal Revenue Service.

7. State Filing Requirements. The Board of Directors shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provisions of Section 617.1406, Florida Statutes, as that statute presently exists or as may be amended, to effect a complete statutory dissolution of the Foundation, and to do such other actions as are required, including filing all necessary documents.

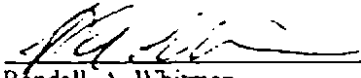
*[Signature Page Follows]*

H20000166912 3

H20000166912 3

IN WITNESS WHEREOF, the Board of Directors of the Foundation, has executed the foregoing Plan of Complete Liquidation and Dissolution effective as the 26<sup>th</sup> day of May, 2020.

BOARD OF DIRECTORS:

  
\_\_\_\_\_  
Randall A. Whitman

\_\_\_\_\_  
Matthew W. Lazenby

\_\_\_\_\_  
Gwen W. Lazenby

\_\_\_\_\_  
Sean M. Clancy

I, Matthew W. Lazenby, as Vice President of the Foundation, hereby certify that the above are the signatures of all of the Board of Directors of the Foundation and do further certify, pursuant to the resolutions of the Board of Directors of the Foundation effective as of the 26<sup>th</sup> day of May, 2020, and in accordance with the above Plan, the Foundation is being dissolved and all of the assets are being contributed to the Charities.

\_\_\_\_\_  
Matthew W. Lazenby, as Vice President

*[Signature Page for Plan of Complete Liquidation and Dissolution of Whitman Family Bal Harbour Foundation, Inc.]*

H20000166912 3

IN WITNESS WHEREOF, the Board of Directors of the Foundation, has executed the foregoing Plan of Complete Liquidation and Dissolution effective as the 26<sup>th</sup> day of May, 2020.

**BOARD OF DIRECTORS:**

\_\_\_\_\_  
Randall A. Whitman

\_\_\_\_\_  
*Matthew Whitman Lazenby*  
Matthew W. Lazenby

\_\_\_\_\_  
Gwen W. Lazenby

\_\_\_\_\_  
Sean M. Clancy

I, Matthew W. Lazenby, as Vice President of the Foundation, hereby certify that the above are the signatures of all of the Board of Directors of the Foundation and do further certify, pursuant to the resolutions of the Board of Directors of the Foundation effective as of the 26<sup>th</sup> day of May, 2020, and in accordance with the above Plan, the Foundation is being dissolved and all of the assets are being contributed to the Charities.

\_\_\_\_\_  
*Matthew Whitman Lazenby*  
Matthew W. Lazenby, as Vice President

H20000166912 3

DocuSign Envelope ID: 42BD61A1-130C-4AC5-BC75-F61C7B2FEADF

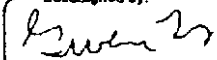
H20000166912 3

**IN WITNESS WHEREOF**, the Board of Directors of the Foundation, has executed the foregoing Plan of Complete Liquidation and Dissolution effective as the 26<sup>th</sup> day of May, 2020.

**BOARD OF DIRECTORS:**

\_\_\_\_\_  
Randall A. Whitman

\_\_\_\_\_  
Matthew W. Lazenby

  
\_\_\_\_\_  
Gwen W. Lazenby

\_\_\_\_\_  
Sean M. Clancy

I, Matthew W. Lazenby, as Vice President of the Foundation, hereby certify that the above are the signatures of all of the Board of Directors of the Foundation and do further certify, pursuant to the resolutions of the Board of Directors of the Foundation effective as of the 26<sup>th</sup> day of May, 2020, and in accordance with the above Plan, the Foundation is being dissolved and all of the assets are being contributed to the Charities.

\_\_\_\_\_  
Matthew W. Lazenby, as Vice President

H20000166912 3

**IN WITNESS WHEREOF**, the Board of Directors of the Foundation, has executed the foregoing Plan of Complete Liquidation and Dissolution effective as the 26<sup>th</sup> day of May, 2020.

**BOARD OF DIRECTORS:**

\_\_\_\_\_  
Randall A. Whitman

\_\_\_\_\_  
Matthew W. Lazenby

\_\_\_\_\_  
Gwen W. Lazenby

\_\_\_\_\_  
Sean M. Clancy

I, Matthew W. Lazenby, as Vice President of the Foundation, hereby certify that the above are the signatures of all of the Board of Directors of the Foundation and do further certify, pursuant to the resolutions of the Board of Directors of the Foundation effective as of the 26<sup>th</sup> day of May, 2020, and in accordance with the above Plan, the Foundation is being dissolved and all of the assets are being contributed to the Charities.

\_\_\_\_\_  
Matthew W. Lazenby, as Vice President

*[Signature Page for Plan of Complete Liquidation and Dissolution of Whitman Family Bal Harbour Foundation, Inc.]*

H20000166912 3