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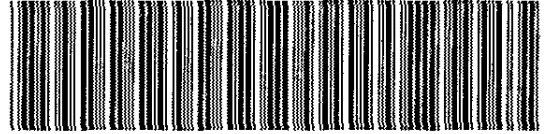
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VALID 5

*Alex H. Hamrick
Attorney & Counselor at Law
1301 S. International Parkway, Suite 2021
Lake Mary, FL 32746
(407) 936-1910*

September 19, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Please find attached originals: 1) Articles of Dissolution; and 2) Plan of Distribution of Assets for Central Florida Fallen Fire Fighters Foundation, Inc. The corporation's document number is N02000006874. Also enclosed is a \$35 filing fee.

Thank you for your attention to this matter. Please contact the undersigned with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Hamrick", written over the printed name.

Alex H. Hamrick,
Attorney and Counselor at Law

**ARTICLES OF DISSOLUTION
OF
CENTRAL FLORIDA FALLEN FIRE FIGHTERS FOUNDATION, INC.**

THE UNDERSIGNED, as President of **CENTRAL FLORIDA FALLEN FIRE FIGHTERS FOUNDATION, INC.**, a Florida non profit corporation (the "Corporation"), in accordance with Section 617.402, Florida Statutes, hereby adopts the following Articles of Dissolution for the Corporation:

1. Name. The name of the Corporation is "Central Florida Fallen Firefighter's Foundation, Inc."

2. Date of Incorporation. The Articles of Incorporation for the Corporation were filed on September 10 2002, and assigned document number N02000006874.

3. Authorization to Dissolve. Dissolution of the Corporation was authorized by written consent of the Corporation's directors July 21, 2006, to be effective upon the date of filing with the Florida Department of State. The number of votes cast by the directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Dissolution this 21 day of July, 2006.

By _____

Jeremy Donovan, President

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TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS OF
CENTRAL FLORIDA FALLEN FIRE FIGHTERS FOUNDATION, INC.**

THIS AGREEMENT AND PLAN OF DISTRIBUTION OF ASSETS (the "Plan") is hereby made pursuant to Florida Statutes, 617.1406, and entered into and effective on the 31 day of July, 2006, by and among the undersigned members of the Board of Directors (the "Directors"), and **CENTRAL FLORIDA FALLEN FIRE FIGHTERS FOUNDATION, INC.**, Florida non profit corporation (the "Corporation").

WHEREAS, it is deemed advisable and in the best interest of the Corporation, to wind up the affairs of the Corporation and completely liquidate the Corporation through distribution of all of its assets in complete liquidation as soon as reasonably possible following the adoption of this Plan by the Directors.

NOW, THEREFORE, the following Plan is approved unanimously by the Directors:

Authorization for Liquidation

The Directors of the Corporation adopted a resolution that the Corporation be liquidated effective as of July 31, 2006 (hereinafter the "Effective Date").

Approval and Adoption of the Plan

The Directors of the Corporation have determined that it is in the best interests of the Corporation that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which all of the Corporation's known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed as follows:

- i) 75% to the National Fallen Firefighters Foundation, a 501(c)(3) corporation located at PO Drawer 498, Emmitsburg MD 21727; and
- ii) 25% to an established 501(c)(3) Sept. 11 related organization.

Payment of Debts and Liabilities

Prior to making any distribution of corporate assets, the Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation, setting aside any reasonable amount in cash or other property which the officers deem necessary to meet any contingent claims, liabilities, or expenses expected to arise.

Sale of Assets

After the Effective Date, the officers of the Corporation shall be authorized to negotiate and to consummate the sale of any portion of the Corporation's properties and assets upon such terms and conditions and for the consideration that the officers deem reasonable and in the best interests of the Corporation. The President, and such other officers as are authorized to do so by

the Directors of the Corporation, may execute any instruments that are necessary to transfer title to the property and assets, including any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the sale and to consummate this Plan.

Distribution of Assets

After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Directors and officers of the Corporation shall distribute the remaining corporate assets as provided in this Plan above.

Powers of Directors and Officers

The Directors and the officers of the Corporation shall carry out the provisions of this Plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation, including the execution of such instruments as may be required to vest title to the assets in the 501(c)(3) organizations listed herein and the execution of all documents required by law to be filed to effect the liquidation of the Corporation.

Filing Requirements

Upon distribution of all of the assets of the Corporation in complete liquidation, 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 income tax return on its behalf. The Corporation shall also cause the Corporation's accountants to file Internal Revenue Service Form 990 within sixty (60) days after the adoption of this Plan by the Corporation through its Directors.

Cessation of Business

As of the Effective Date, the Corporation shall cease to carry on business as a going concern, except to the extent necessary to properly wind up its affairs and to preserve the Corporation's legal existence. This Plan may be completed prior to the actual dissolution of the Corporation. The dissolution of the Corporation shall take place in the future, pending final resolutions by the Directors approving such corporate dissolution.

Counterparts

This Plan may be executed by any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature page to follow]

Adopted by the Board of Directors of the Corporation on this 3/ day of July, 2006.

**CENTRAL FLORIDA FALLEN FIRE
FIGHTERS FOUNDATION, INC.,**
a Florida non profit corporation

By: _____

Jeremy Donovan, President

DIRECTORS

SUSAN PAXTON

JEREMY DONOVAN

JOHN PEDALINO

As and constituting all of the
Directors of this Corporation

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