

NO2000007406

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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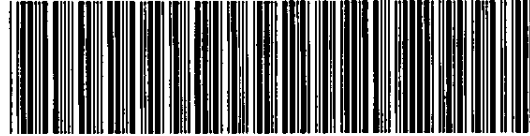
(Business Entity Name)

(Document Number)

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2016 JAN 15 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Disg/wnote
*CW
*CC 1-19-16

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of the Darrell Gwynn Foundation, Inc.

DOCUMENT NUMBER: N02000007406

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Todd Payne

(Name of Contact Person)

Zebersky & Payne, LLP

(Firm/Company)

110 SE 6th Street, Suite #2150

(Address)

Fort Lauderdale, FL 33301

(City/State and Zip Code)

For further information concerning this matter, please call:

Todd Payne

(Name of Contact Person)

at (954)

(Area Code)

989-6333

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|--|--|---|--|

MAILING ADDRESS:

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

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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:
Darrell Gwynn Foundation, Inc.

SECOND: The document number of the corporation (if known): N02000007406

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

April 28, 2015. 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 _____.

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

FOURTH Effective date of dissolution, if applicable: December 31, 2015
(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: _____

(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)

Todd Payne

(Typed or printed name of person signing)

Chairman

(Title of person signing)

Filing Fee: \$35

FILED
2016 JUN 15 AM 11:25
CLERK OF STATE
TALLAHASSEE, FLORIDA

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: _____

*Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the **Articles of Dissolution**.*

Description of information that must be included in a claim:

SEE ATTACHED RESOLUTION

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Printed Name of the Person Filing

Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**RESOLUTION
OF THE BOARD OF DIRECTORS
OF THE DARRELL GWYNN FOUNDATION, INC.**

Pursuant to Section 617 of the Florida Not For Profit Corporation Act

The undersigned, constituting the required directors to take the actions that are the subject of this resolution, of the Darrell Gwynn Foundation, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the Florida Not For Profit Act (the "Act"), do hereby adopt the following resolutions in accordance with Section 617 of the Act with full effect:

WHEREAS, the subject of the Corporation's dissolution was considered by a meeting of the required number of directors consistent with Florida law and the Corporation's Articles of Incorporation and By-Laws;

WHEREAS, the undersigned, constituting the required directors of the Corporation, hereby deem it advisable and in its best interest, that the Corporation's assets be distributed to charitable institutions with a comparable mission; and

WHEREAS, the undersigned, the required directors of the Corporation, hereby deem it advisable that all of the Corporations assets at the time of dissolution be distributed to the charitable institutions approved by the Board.

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the Corporation, upon dissolution, shall distribute its assets pursuant to the attached plan of distribution (Exhibit A); and

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to file, or authorize others to file, the necessary certificates or instruments required by the Act with the appropriate offices of the State of Florida; and

FURTHER RESOLVED, that the Board of Directors of this Corporation is hereby authorized, empowered and directed to do all things necessary to distribute its assets to the charitable intuitions approved by the Board., and to do all other things necessary to carry into effect the resolutions expressed herein.

IN WITNESS WHEREOF, the undersigned have executed this Resolution as of the 31st day of December 2015.

DIRECTOR

By: 

Print name: Todd Payne, President

DIRECTOR

By: 

Print name: Carlos Rodriguez, Secretary

EXHIBIT A

PLAN FOR THE DISTRIBUTION OF ASSETS OF THE DARRELL GWYNN FOUNDATION, INC.

1. Any and all liabilities and obligations of the Corporation, to the extent such exist, are to be paid and discharged or adequate provisions are to be provided therefore;
2. Any and all assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution of the Corporation, to the extent such conditions exist, are to be returned, transferred, or conveyed in accordance with such requirements;
3. Any and all assets 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, are to 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. Such organizations are:

Miami Project to Cure Paralysis	Fish & Wildlife Foundation of Florida
Homestead Hospital Speediatrics	Wounded Warriors Foundation
Halifax Hospital Speediatrics	Paralyzed Veterans of America
NASCAR Foundation	Cody Unser Foundation
The Sherriff's Foundation of Broward County	Be Responsible And Keep Everyone Safe (BRAKES)
4. Any and all other assets, if any, are to 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 determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and
5. Any and all remaining assets are to be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in this plan of distribution of assets.

OFFICER AUTHENTICATION

As an officer of the Corporation, I hereby certify the Corporation's compliance with §617.1406 (2) of the Florida Not For Profit Corporation Act, which specifies that if the Corporation has no members or if its members are not entitled to vote on a plan of distribution, such plan may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.

By 

Name: Todd Payne

Title: President