

NO 2000008359

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Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

**DISSOLUTION OR WITHDRAWAL
FAMILY SERVICES OF METRO ORLANDO, INC.**

Certificate of Status	0
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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF DISSOLUTION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

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ARTICLES OF VOLUNTARY DISSOLUTION
OF
FAMILY SERVICES OF METRO ORLANDO, INC.
A NOT-FOR-PROFIT CORPORATION

FIRST: The name of the corporation is FAMILY SERVICES OF METRO ORLANDO, INC., a Florida not-for-profit corporation (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation were filed on October 30, 2002, under document number N02000008359.

THIRD: Adequate provision for all liabilities of the Corporation has been made, as set forth in the plan of distribution of assets attached hereto.

FOURTH: The Corporation has no members and, therefore, the dissolution of the Corporation was duly authorized, consented to, and unanimously approved by the majority of the directors of the Corporation at a meeting held on May 17, 2013 to be effective upon the filing of these Articles of Voluntary Dissolution.

DATED as of the 17th day of May, 2013.

Family Services of Metro Orlando, Inc.,
a Florida not-for-profit corporation

By: [Signature]

Name: Arthur J. Grant (across Jr.)

Its: Chair of the Board

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PLAN OF DISTRIBUTION
OF ASSETS
FOR
FAMILY SERVICES OF METRO ORLANDO, INC.

THIS PLAN OF DISTRIBUTION OF ASSETS (this "Plan") is made as of the 17th day of May, 2013 by the Board of Directors of the **FAMILY SERVICES OF METRO ORLANDO, INC.**, a Florida not for profit corporation (hereinafter "FSMO").

PREMISES:

WHEREAS, FSMO was formed, and has operated since its formation, exclusively for charitable, religious, educational, and scientific purposes; and

WHEREAS, the Board of Directors of the FSMO determined that it is in the best interest of the corporation and the communities which it serves to dissolve the FSMO; and

WHEREAS, the Board desires to distribute the assets of the Corporation to one or more organizations described in Section 170(b)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements, covenants, and provisions contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Board of Directors set forth the Plan as follows:

ARTICLE 1
GENERAL PLAN OF DISTRIBUTION

1.1 **Distribution.** FSMO, upon and/or in connection with the filing of Articles of Voluntary Dissolution with the Department of State of the State of Florida (the "Department") effecting the dissolution of FSMO (the "Articles of Dissolution"), will distribute, subject to amounts held in reserve as provided for below, the assets listed in Exhibit A to: (i) City of Life, Inc., a Florida not for profit corporation; or (ii) in the event City of Life, Inc. is unable or unwilling for any reason to receive and/or accept all or a portion of such assets to any corporation or organization operated for charitable or religious purposes serving the same or similar services as FSMO, which is an organization recognized as being exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended. FSMO has appointed Rich Beninati to serve as President. As President, he is authorized to and shall deal with matters related to final distribution of the assets of FSMO to, subject to the foregoing, City of Life, Inc. with assistance from and in coordination with Jim Cross, as representative for the City of Life, Inc. (or such other representative as may be appointed by City of Life, Inc.).

ARTICLE 2
EFFECTIVE DATE AND EFFECT OF THE DISSOLUTION

2.1 **Effective Date.** This Plan has been approved by the Board of Directors, in accordance with the Articles of Incorporation, the corporation's bylaws and the applicable provisions of the Florida Not For Profit Corporation Act. It is to be effective upon the filing of the Articles of Dissolution with the Department (the "Effective Date").

2.2 **Upon the Dissolution.** Upon the Effective Date, FSMO shall, through its authorized officers and/or directors, begin the process of transferring its assets as provided for in Article 1 above; provided any such transfers are made in accordance with Section 617.1406, Florida Statutes (2013).

2.3 **Dissolution of Corporate Existence.** Following the Effective Date of this Plan and in connection with the distribution of the Corporation's assets as provided for herein, FSMO shall file Articles of Dissolution with the Florida Secretary of State.

ARTICLE 3
DIRECTORS AND OFFICERS

The directors and officers of FSMO shall have the authority to carry out the transactions contemplated in this Plan to effect the dissolution of the corporation under the Florida Not For Profit Corporation Act and the Internal Revenue Code, as applicable.

ARTICLE 4
RESERVES AND FUNDING

4.1 **Reserves.** The President or other designated officer shall retain funds or assets (or shall arrange for the retention of funds or assets) in an amount deemed appropriate by the Board to satisfy the outstanding obligations and liabilities of FSMO (the "Reserves"). The Reserves established shall include sufficient funds and/or assets to satisfy: (i) known liabilities; and (ii) any other costs or expenses associated with the dissolution of the corporation (including accounting and other professional fees) but not satisfied prior to submission of the Articles of Dissolution to the Secretary of State of the State of Florida, all as more particularly described on the attached Exhibit B.

4.2 **Funding and Release of Reserves.** The Reserves may be held in one or more accounts with one or more financial institutions (as may be established by the President) until such time as the liabilities, obligations, and expenses set forth on Exhibit B have been satisfied. Upon satisfaction of such liabilities, obligations and expenses, FSMO or its designee shall distribute and transfer the remaining balance in any such accounts as provided for in Section 1.1 of Article 1.

ARTICLE 5
PERSONNEL POLICIES AND STAFFING

The Personnel Policies of FSMO.

Rich Beninati, as President or his designee shall be responsible for the general execution of the Plan and the management of the affairs of FSMO during the process of dissolving and winding up the affairs of the corporation. Rich Beninati may rely, in part, on input from the Board of Directors to determine the appropriate sets to take with respect to the dissolution of the corporation and final distribution of the assets of the corporation in accordance with this Plan.

ARTICLE 6
MISCELLANEOUS

6.1 **Abandonment.** Notwithstanding anything to the contrary herein contained, this Plan, the dissolution of the corporation may be terminated and abandoned by the Board of Directors of FSMO at any time prior to the filing of Articles of Dissolution.

6.2 **Amendment.** At any time before the filing of the Articles of Dissolution with the Secretary of State of the State of Florida, the Board of Directors may amend this Plan as they may deem necessary and appropriate. This Plan may not be amended except by an instrument in writing approved by the Board of Directors.

Exhibit "A"
Assets List

1. A PowerEdge 2950
2. Solomon Software BRL Advance Mgmt
3. HP Laser Jet 47000DTN
4. Barracuda Message Archiver 350 W/1YR
5. Dell Latitude E6500 Intel Core 2 Duo P8600, 2.4GHz,
1066MHz
6. Avaya Phone System
7. Avaya phones (2013 Net Value \$243.65)
8. Seagate Black Armor 8TG NAS Drive
9. Interest in and rights to the USPTO registered mark, "Family
Services of Metro Orlando"
10. Cash remaining after satisfaction of liabilities and upon release
of Reserves.

Exhibit "B"
Expenses

1. Tax return preparation fees in the amount of \$3,000 for the 2013 fiscal year and the 2014 fiscal year.
2. Other costs or expenses associated with the dissolution of the corporation (including, but not limited to: (i) professional and other fees; (ii) CRM Storage fees; and (iii) U.S. Treasury obligations).