

# NO2021

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

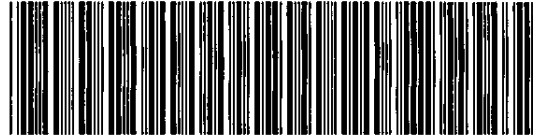
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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07/30/14--01004--007 \*\*35.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUL 30 AM 11:21

C. LEWIS  
AUG 18 2014  
EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Florida Minerals and Chemistry Council, Inc.

**DOCUMENT NUMBER:** N02021

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

Please return all correspondence concerning this matter to the following:

**Jason E. Merritt**

(Name of Contact Person)

**Hopping Green & Sams, P.A.**

(Firm/Company)

**119 South Monroe Street, Suite 300**

(Address)

**Tallahassee, Florida 32301**

(City/State and Zip Code)

For further information concerning this matter, please call:

**Jason E. Merritt**

(Name of Contact Person)

at **(850)**

(Area Code)

**222-7500**

(Daytime Telephone Number)

Enclosed is a check for the following amount:

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following  
Articles of Dissolution: 14 JUL 30 AM 11:21

FIRST: The name of the corporation as currently filed with the Florida Department of State:  
Florida Minerals and Chemistry Council, Inc.

SECOND: The document number of the corporation (if known): N02021

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 July, 2014.

The number of directors in office was 3 and the vote for resolution was 3 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: date of filing Articles of Dissolution.  
(no more than 90 days after dissolution file date)

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)

Stan Posey

(Typed or printed name of person signing)

President

(Title of person signing)

**Filing Fee: \$35**

## Notice of Corporate Dissolution

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUL 30 AM 11:21

*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: Florida Minerals and Chemistry Council, Inc.

*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:*

1. Name of holder of alleged claim. \_\_\_\_\_
2. Amount of alleged claim. \_\_\_\_\_
3. Brief description of the nature or basis of the alleged claim. \_\_\_\_\_
4. Date or dates upon which alleged claim arose. \_\_\_\_\_
5. Contact information for holder of alleged claim including address and telephone number. \_\_\_\_\_

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

1625 Summit Lake Drive  
Suite 300  
Tallahassee, Florida 32317  
Attn: Nancy D. Stephens

*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.*

Stan Posey

*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**

**WRITTEN ACTION  
OF THE DIRECTORS  
OF**

**FLORIDA MINERALS AND CHEMISTRY COUNCIL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14 JUL 30 AM 11:22

July \_\_\_\_, 2014

**THE UNDERSIGNED** constituting all of the members of the Board of Directors of Florida Minerals and Chemistry Council, Inc., a Florida non-profit corporation (the "Company"), hereby take the following written action in lieu of a meeting of the board of directors of the Company pursuant to and in accordance with the provisions of Section 617.0821, Florida Statutes.

**WHEREAS**, pursuant to the Restated Articles of Incorporation and Bylaws of the Company, the Company's Board of Directors has the power to do any and all things necessary to carry out the purposes of the Company; and

**WHEREAS**, the Company currently has no members and, therefore, the undersigned, in their capacity as the Board of Directors of the Company, have the authority to adopt the following resolutions and take the following actions; and

**WHEREAS**, the Company's assets are insufficient to permit the Company to perform its purpose or to otherwise continue as a going concern; and

**WHEREAS**, the undersigned desire to provide for the dissolution of the Company.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Company that the undersigned find it to be in the best interest of the Company and do hereby resolve that the Company should be dissolved in accordance with Florida law; and

**BE IT FURTHER RESOLVED**, that Stan Posey is hereby appointed and authorized in his capacity as President of the Company to execute and file such documentation, including Articles of Dissolution, with the Florida Secretary of State as may be necessary to effectuate the dissolution of the Company and is further authorized to take such action as may be necessary to wind up the affairs of the Company and distribute the assets of the Company in the manner provided herein and as required by law; and

**BE IT FURTHER RESOLVED**, that in accordance with the requirements of section 617.1406, Florida Statutes, the undersigned hereby adopt the following plan of distribution for the assets of the Company and hereby direct that the assets of the Company shall be distributed as follows and in the following order:

FIRST, all liabilities and obligations of the Company shall be discharged.

SECOND, from any assets then remaining, any assets held by the Company which were received by the Company upon condition requiring return, transfer or conveyance, which

**CERTIFICATE OF CONSENT OF DIRECTORS AND  
OF COMPLIANCE WITH REQUIREMENTS OF  
SECTION 617.1406, FLORIDA STATUTES**

THE UNDERSIGNED as President of FLORIDA MINERALS AND CHEMISTRY COUNCIL, INC., a Florida non-profit corporation (the "Company"), hereby certifies as follows:

1. That attached hereto is a true and correct copy of a written action of the board of directors of the Company (the "Written Action") unanimously adopted by the members of the Company's Board of Directors.
2. That the Written Action was executed pursuant to and in compliance with the Articles of Incorporation and Bylaws of the Company.
3. That the Written Action is in full force and effect and has not been altered, rescinded or modified.
4. That the Company has no members entitled to vote on the plan of distribution set forth in the Written Action and that the plan of distribution set forth in the Written Action was unanimously adopted by all of the members of Company's Board of Directors in lieu of holding a meeting of the Board of Directors as permitted by the Articles of Incorporation and Bylaws of the Company.
5. That there is no provision in the Articles of Incorporation or Bylaws of the Company limiting the power of the directors of the Company to take the actions evidenced by the attached Written Action and that the same are in conformity with the provisions of said Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, I have hereunto subscribed my name as President, pursuant to due and lawful corporate authority, this 11<sup>th</sup> day of July, 2014.

(COMPANY SEAL)

**FLORIDA MINERALS AND  
CHEMISTRY COUNCIL, INC.**

By: Stan Posey  
Printed Name: Stan Posey  
As its: President

condition occurs by reason of the dissolution of the Company, shall be returned, transferred, or conveyed in accordance with such requirements.

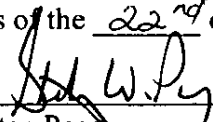
THIRD, from any assets then remaining, any assets received and held by the Company subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not subject to distribution pursuant to the terms of the foregoing paragraph, shall be distributed to MAF Center for Advanced Manufacturing Excellence, Inc., a Florida non-profit corporation.

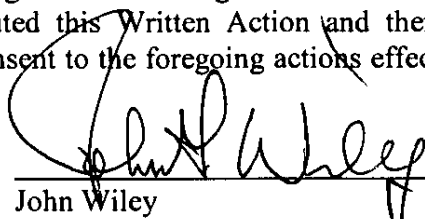
FOURTH, from any assets then remaining, all remaining assets of the Company, if any, shall be distributed to MAF Center for Advanced Manufacturing Excellence, Inc., a Florida non-profit corporation.

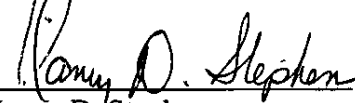
**BE IT FURTHER RESOLVED**, the dissolution of the Company shall be effective upon the filing of Articles of Dissolution with the Florida Secretary of State; and

**BE IT FURTHER RESOLVED**, that this written action may be executed in one or more counterparts that when assembled shall constitute one document and that a facsimile or electronic copy of any director's signature to this written action shall for all purposes constitute an original.

**IN WITNESS WHEREOF**, the undersigned, being and constituting all of the members of the Board of Directors of the Company have executed this Written Action and thereby evidence their respective authorization, agreement and consent to the foregoing actions effective as of the 22<sup>nd</sup> day of July, 2014.

  
\_\_\_\_\_  
Stan Posey

  
\_\_\_\_\_  
John Wiley

  
\_\_\_\_\_  
Nancy D. Stephens