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DISSOLUTION OR WITHDRAWAL

SOUTH FLORIDA COMMUNITY LEADERSHIP FOUNDATION, INC.

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**ARTICLES OF DISSOLUTION
OF
SOUTH FLORIDA COMMUNITY LEADERSHIP FOUNDATION, INC.**

The undersigned officer of South Florida Community Leadership Foundation, Inc., a Florida not for profit corporation (the "Foundation"), pursuant to resolutions of the board of directors of the Foundation authorizing the dissolution of the Foundation in accordance with the Sections 617.1402 of the Florida Not For Profit Corporation Act (the "Act"), hereby submits the following in accordance with 617.1403 of the Act:

Article I

The name of the Foundation is South Florida Community Leadership Foundation, Inc.

Article II

The document number of the Foundation on file with the Florida Secretary of State is N03000004698.

Article III

The Foundation has no members entitled to vote. The board of directors of the Foundation, consisting of six members, by unanimous written consent dated December 17, 2008 unanimously adopted resolutions approving the dissolution of the Foundation.

Article IV

The dissolution of the Foundation shall be effective upon the filing of these Articles of Dissolution with the Florida Secretary of State.

Article V

A copy of the Plan of Distribution of assets of the Foundation approved by the board of directors of the Foundation duly authenticated and certified by an officer of the Foundation is attached to these Articles.

The undersigned, for the purpose of dissolving South Florida Community Leadership Foundation, Inc. under the laws of the State of Florida, has executed these Articles of Dissolution on this 17th day of December, 2008.

By: [Signature]
Name: Jo Moskowitz
Title: Treasurer

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SOUTH FLORIDA COMMUNITY LEADERSHIP FOUNDATION, INC.**PLAN OF DISTRIBUTION OF ASSETS**

1. As soon as practicable, South Florida Community Leadership Foundation, Inc., a Florida not-for-profit corporation (the "Foundation"), by its duly authorized officers and directors, shall pay (a) any expenses of the dissolution of the Foundation and (b) any remaining liabilities and obligations of the Foundation to third parties, and in connection with such payments obtain full discharge of such expenses and liabilities.

2. The Foundation shall set aside such assets as the appropriate officers determine to be reasonably necessary for payment of unascertained or contingent liabilities of the Foundation.

3. The Foundation holds no assets upon condition requiring return, transfer or conveyance in the event of dissolution.

4. In accordance with the Articles of Incorporation of the Foundation, Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 1.501(c)(3)-1(b)(4) of the Treasury Regulations, all assets remaining after the payments described in paragraph 1 above and the establishment of the reserve described in paragraph 2 above shall be distributed in one or more installments for charitable and educational purposes to the following two charitable and educational organizations, in equal shares, to be used exclusively for charitable and educational purposes: Broward Education Foundation, Inc., located in Fort Lauderdale, Florida, and Education Foundation of Palm Beach County, Inc., located in West Palm Beach, Florida.

5. The proper officers of the Foundation shall take such action as in their discretion they consider necessary, appropriate or convenient to cause the dissolution of the Foundation.

6. The proper officers of the Foundation shall cause to be filed Articles of Dissolution with the Florida Secretary of State and all other forms and documents required by governmental authorities, including tax returns, as soon as possible after dissolution of the Foundation.

7. The officers and directors of the Foundation shall be empowered, authorized and directed to take all action and execute all instruments as they may consider necessary, appropriate or convenient to carry out the provisions of this Plan of Distribution, and to adopt any further resolutions that may be necessary or desirable in furtherance of the dissolution of the Foundation in accordance with this Plan of Distribution.

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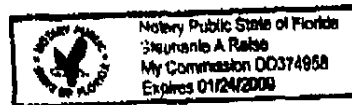
OFFICER'S CERTIFICATE

I, the undersigned To Moskowitz as the Treasurer of South Florida Community Leadership Foundation, Inc. (the "Foundation"), a not-for-profit corporation organized and existing under the laws of the State of Florida, do hereby certify that the attached Plan of Distribution of the Foundation was approved by unanimous written consent of the board of directors of the Foundation effective on December 17, 2008.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of December, 2008.

By: Stephanie A. Reiss
Name:
Title:

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