

R. WHITE



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Fort Lauderdale, Florida 33301
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(954) 522-9123 Facsimile

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Suite 340W
Boca Raton, FL 33431
(561) 241-3113
(561) 241-3226 Facsimile

www.brinkleymorgan.com

Please reply to Fort Lauderdale

December 10, 2014

Via Federal Express Saver (3 Day Service)

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

Re: Robert G. Friedman Foundation, Inc./Dissolution and Distribution

Dear Sir/Madam:

Enclosed please find the following:

1. Original Cover letter
2. Original Articles of Dissolution
3. Original Authentication and Certificate of Compliance
4. Copy of Consent Resolution
4. Copy of Plan of Distribution of Assets

Also, we are enclosing our check in the amount of \$52.50 to cover the filing fee of \$35.00, Certificate of Status and Certified Copy.

If you have any questions, please give us a call.

Very truly yours,

A handwritten signature in black ink, appearing to read "William T. Coleman".

William T. Coleman

WTC/shm
Enclosures

cc: Client
[14] 017061-14001

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Robert G. Friedman Foundation, Inc., Articles of Dissolution

DOCUMENT NUMBER: N03000005599

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

Please return all correspondence concerning this matter to the following:

William T. Coleman

(Name of Contact Person)

Brinkley Morgan

(Firm/Company)

200 East Las Olas Blvd., 19th Floor

(Address)

Fort Lauderdale, FL 33301

(City/State and Zip Code)

For further information concerning this matter, please call:

William T. Coleman

(Name of Contact Person)

at **(954)** **522-2200**

(Area Code)

(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:
Robert G. Friedman Foundation, Inc.

SECOND: The document number of the corporation (if known): N03000005599

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 December 15, 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: December 31, 2014

(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)

Elizabeth F. O'Connor

(Typed or printed name of person signing)

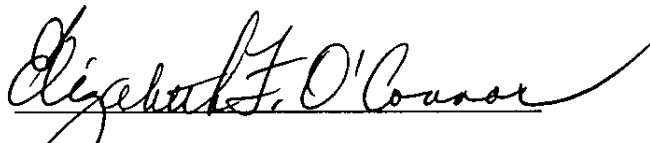
President

(Title of person signing)

Filing Fee: \$35

Authentication and Certificate of Compliance

The undersigned, Elizabeth F. O'Connor, the President of the Robert G. Friedman Foundation, Inc. (the "Company") does hereby authenticate that attached hereto is a true and correct copy of the Plan of Distribution adopted by the Board of Directors of the Company and does hereby certify that the Company has no members entitled to vote and that the Board of Directors unanimously consented and agreed to the dissolution of the Company and the adoption of the Plan of Distribution. This Authentication and Certificate of Compliance is submitted in compliance with Section 617(4) of the Florida Statutes.



Elizabeth F. O'Connor, President

Dated: December 15, 2014

COPY

PLAN OF DISTRIBUTION OF ASSETS

ROBERT G. FRIEDMAN FOUNDATION, INC.

This Plan of Distribution of Assets was made and adopted by the Board of Directors of the Robert G. Friedman Foundation, Inc., a Florida not for profit corporation (the "Company"), in conjunction with Articles of Dissolution filed with the Secretary of State, State of Florida, dissolving the Company effective December 31, 2014 and in compliance with Section 617.1406 of the Florida Statutes.

1. All of the liabilities and obligations of the Company shall be paid and discharged and the Company has segregated and reserved the amount of \$15,000.00 to pay for all costs associated with the dissolution including the filing of a final federal tax return.
2. Except as set forth below in paragraph 3 below, there are no assets held by the Company requiring return, transfer or conveyance by reason of the dissolution of the Company.
3. The Company was operated as a Section 501(c)(3) tax exempt entity under the Internal Revenue Code of 1986, as amended (the "Code"), and the Company's assets have been held for charitable purposes and in accordance with the Articles of Incorporation and Bylaws and applicable law, the Company's assets must, subject to the requirements of paragraph 1 above, be distributed to like or similar organizations that are all tax exempt charitable organizations. Therefore, after payment of all the debts and obligations of the Company and subject to reserving \$15,000.00 to pay for certain costs, the assets of the Company shall be distributed to the following charitable organizations that are tax exempt foundations under Section 501(c)(3) of the Code each such charitable organization shall receive twenty percent (20%):

a. Elizabeth Friedman O'Connor Family Foundation, Inc.	20%
b. Jennifer Friedman Hillis Family Foundation, Inc.	20%
c. Mary Friedman Baske Family Foundation, Inc.	20%
d. Jane Friedman Anspach Family Foundation, Inc.	20%
e. Robert T. Friedman Family Foundation, Inc.	<u>20%</u>
Total Distributed:	100%

All of the distributions required to be made to the above charitable organizations shall be made in conjunction with this Plan of Distribution.

4. There are no other assets required to be distributed pursuant to the Articles of Incorporation or Bylaws to members or classes of members or to others.

5. There are no assets required to be distributed to any other person, trust, society, organization, or domestic or foreign corporation, except as set forth above in paragraph 3 of this Plan.
6. This Plan of Distribution may be signed in one or more counterparts all of which together shall constitute an original and a signed facsimile from one or more Members of the Board of the Company shall serve as an original.

Executed on this 2 day of December, 2014.

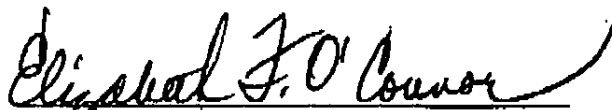

Elizabeth F. O'Connor, Member of the Board


Mary F. Baske, Member of the Board


Jennifer F. Hillis, Member of the Board

5. There are no assets required to be distributed to any other person, trust, society, organization, or domestic or foreign corporation, except as set forth above in paragraph 3 of this Plan.
6. This Plan of Distribution may be signed in one or more counterparts all of which together shall constitute an original and a signed facsimile from one or more Members of the Board of the Company shall serve as an original.

Executed on this 2 day of December, 2014.


Elizabeth F. O'Connor, Member of the Board

Mary F. Baske, Member of the Board


Jennifer F. Hillis, Member of the Board

COPY

CONSENT RESOLUTION

ROBERT G. FRIEDMAN FOUNDATION, INC.

DISSOLUTION, LIQUIDATION AND PLAN OF DISTRIBUTION OF ASSETS

This Consent Resolution was made and adopted by the Board of Directors of the Robert G. Friedman Foundation, Inc., a Florida not for profit corporation (hereinafter the "Company"), on the 15th day of December, 2014 to be effective on December 31, 2014 in accordance with the Articles of Incorporation and the Bylaws of the Company and Section 617.0821, Florida Statutes.

Whereas the Company has been operated and maintained as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code") since the formation of the Company;

Whereas the Board of Directors of the Company, Elizabeth F. O'Connor, Jennifer F. Hillis and Mary F. Baske, have determined that it is no longer reasonably practical to continue to maintain the Company and have determined that it is preferable to distribute the assets of the Company to certain tax exempt entities reserving sufficient cash to pay all costs associated with the liquidation and dissolution of the Company as hereinafter more fully appears in accordance with the Plan of Distribution of Assets.

NOW THEREFORE, it is

RESOLVED that the Company prepare and file Articles of Dissolution with the State of Florida liquidating and dissolving the Company effective December 31, 2014, and that the President of the Company is hereby authorized and directed to execute and file any and all documents that may be required to complete the dissolution of the Company;

RESOLVED FURTHER that the Company has adopted the Plan of Distribution of Assets as required by Section 617.1406 of the Florida Statutes, such Plan being attached hereto as Exhibit 1 and that a copy of the Plan of Distribution of Assets which shall be authenticated by the President and certify compliance with the requirements of Section 617.1406 of the Florida Statutes;

RESOLVED FURTHER, that this Consent Resolution may be signed in one or more counterparts all of which together shall constitute an original and a signed facsimile from one or more of the Members of the Board shall serve as an original.

Executed on this 2 day of December, 2014

Elizabeth F. O'Connor
Elizabeth F. O'Connor, Member of the Board

Mary F. Baske
Mary F. Baske, Member of the Board

Jennifer F. Hillis, Member of the Board

Executed on this 2 day of December, 2014

Elizabeth F. O'Connor
Elizabeth F. O'Connor, Member of the Board

Mary F. Baske
Mary F. Baske, Member of the Board

Jennifer F. Hillis
Jennifer F. Hillis, Member of the Board