

N04000002790

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DISSOLUTION OR WITHDRAWAL

PALM CLUB OF SARASOTA, INC.

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March 2, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PALM CLUB OF SARASOTA, INC.
3935 EAST AVE, SOUTH
SARASOTA, FL 34231

SUBJECT: PALM CLUB OF SARASOTA, INC.
REF: N04000002790

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the corporation is PALM CLUB OF SARASOTA, INC. THE is not a part of the name. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Susan Payne
Senior Section Administrator

FAX Aud. #: H06000055104
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ARTICLES OF DISSOLUTION

PALM CLUB OF SARASOTA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PALM CLUB OF SARASOTA, INC., a not-for-profit corporation organized under the laws of the State of Florida, having taken action to dissolve under the provisions of Section 617.1402, Florida Statutes, governing voluntary dissolution by consent of the Board of Directors, hereby files these Articles of Dissolution in accordance with Section 617.1403, Florida Statutes.

1. The name of the corporation is Palm Club of Sarasota, Inc.
2. The members of the corporation are not entitled to vote upon the dissolution of the corporation.
3. Dissolution of the corporation was authorized by the Board of Directors on Jan 13, 2006 (the "Authorization Date").
4. The number of Directors in office on the Authorization Date was 5.
5. The number of Directors casting votes for dissolution, or consenting in writing to dissolution, was 5, which amount was sufficient for approval.

In witness whereof, I have executed these Articles of Dissolution this 13 day of

January 2006.

PALM CLUB OF SARASOTA, INC.,
a Florida not-for-profit corporation

By Joan Geyer
Joan Geyer
Its President

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**RESOLUTION BY THE PRESIDENT
PALM CLUB OF SARASOTA, INC.**

WHEREAS, Palm Club of Sarasota, Inc., is a Florida not-for-profit corporation (the "Corporation");

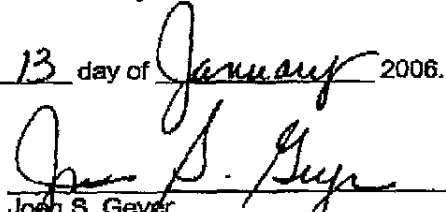
WHEREAS, the Corporation desires to dissolve and wind up its affairs; and

WHEREAS, in connection with such dissolution, the Corporation desires to adopt the attached Plan of Distribution of Assets.

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED AS FOLLOWS:

1. The Corporation hereby elects to dissolve and wind up its affairs;
2. The Board of Directors have approved the dissolution of the Corporation.
3. The attached Plan of Distribution of Assets is hereby adopted and approved as Exhibit "A" of this Resolution.
4. Proper officers, agents and employees of the Corporation are hereby authorized, empowered and directed to do all such things and acts and to execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of this Resolution.
5. All previous resolutions of this Board of Directors which may be inconsistent with this Resolution be, and the same hereby are, repealed, revoked and rescinded to the extent of any such inconsistency.

This Resolution adopted and approved this 13 day of January 2006.


Joan S. Geyer
President

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EXHIBIT "A"

**PLAN OF DISTRIBUTION OF ASSETS
PALM CLUB OF SARASOTA, INC.**

WHEREAS, the Palm Club of Sarasota, Inc., is a Florida not-for-profit corporation (the "Corporation"); and

WHEREAS, the Corporation desires to dissolve and wind up its affairs pursuant to the following Plan of Distribution of Assets (the "Plan") and F.S. § 617.1406.

1. Pursuant to F.S. § 617.1406(2), the Corporation's members are not entitled to vote on dissolution. Therefore, dissolution of the Corporation was authorized by a unanimous resolution of its Board of Directors, wherein the Board adopted the Plan by a unanimous vote.
2. Pursuant to F.S. § 617.1406(3)(a), the Corporation shall pay or discharge all liabilities and obligations, if any, or shall make adequate provision therefor.
3. Pursuant to F.S. § 617.1406(3)(b), the Corporation shall return, transfer, or convey all assets required to be returned, transferred, or conveyed because of the dissolution of the Corporation to the appropriate party, if any.
4. Pursuant to F.S. §§ 617.1406(3)(c), (d) and (e), the Corporation shall donate its property to Goodwill, Church of the Palms, Inc., and the Faith Foundation, all of which are tax-exempt public charities.
5. Proper officers, agents and employees of the Corporation shall do all such things and acts and execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of the Plan.

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