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Division of Corporations

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DISSOLUTION OR WITHDRAWAL
COMMUNITY MARITIME PARK ASSOCIATES, INC.

Certificate of Status	0
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**ARTICLES OF DISSOLUTION OF
COMMUNITY MARITIME PARK ASSOCIATES, INC.**

COMMUNITY MARITIME PARK ASSOCIATES, INC., a Florida not for profit corporation, pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act, by the hand of its Chairman, hereby sets forth its Articles of Dissolution.

ARTICLE I.

The name of the corporation is: COMMUNITY MARITIME PARK ASSOCIATES, INC. (the "Corporation").

ARTICLE II.

The document number of the corporation is N05000007616.

ARTICLE III.

The corporation has no members. The dissolution was authorized by majority vote of the Corporation's Board of Trustees on March 22, 2017 and re-affirmed by the Trustees on April 19, 2017 and May 17, 2017.

ARTICLE IV.

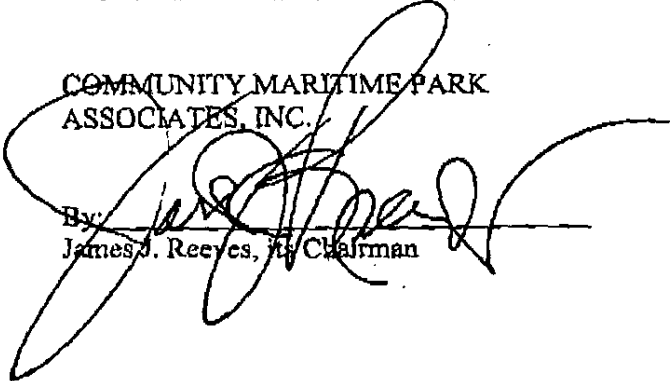
The effective date of the dissolution shall be the date of filing.

ARTICLE V.

The Plan of Dissolution and Distribution is attached. The Plan of Dissolution and Distribution was authorized by majority vote of the Corporation's Board of Trustees on March 22, 2017 and re-affirmed by the Trustees on April 19, 2017 and May 17, 2017.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed as of the 1st day of June, 2017.

COMMUNITY MARITIME PARK
ASSOCIATES, INC.

By: 
James D. Reeves, Jr. Chairman

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**PLAN OF DISSOLUTION OF
COMMUNITY MARITIME PARK ASSOCIATES, INC.**

This Plan of Dissolution (this "Plan"), dated as of June 1, 2017, is intended to accomplish the dissolution and winding up of COMMUNITY MARITIME PARK ASSOCIATES, INC., a Florida not for profit corporation (the "Corporation"), in accordance with the Florida Not For Profit Corporation Act (the "Act").

1. **Approval and Adoption of Plan.** The trustees of the Corporation (the "Trustees") met on March 22, 2017 (the "Adoption Date"), and at least a majority of all the votes entitled to be cast approved the dissolution of the Corporation and adopted this Plan for the winding up and dissolution of the Corporation, which action was re-affirmed by the Trustees on April 19, 2017 and May 17, 2017.

2. **General Authorization.** The Trustees are authorized as of the Adoption Date, without further action by Trustees, to do and perform or cause the officers of the Corporation (the "Officers") to do and perform any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind that are deemed necessary, appropriate or desirable, in the absolute discretion of the Officers, to implement the winding up of the business and affairs of the Corporation according to this Plan, including, but not limited to:

- Collecting all assets.
- Paying all expenses incurred in connection with the implementation of this Plan, including, but not limited to, any consulting, professional, and other fees and expenses of persons or entities providing services to the Corporation.
- Satisfying, settling, or rejecting all liabilities, debts, or obligations of the Corporation, whether by payment or by making adequate provisions for payments.
- Prosecuting and defending actions or proceedings by or against the Corporation.
- Transferring and distributing all of the assets of the Corporation to the City of Pensacola in accordance with this Corporation's Articles of Incorporation and this Plan.
- Filing all final tax returns or other forms, making final payments, and closing any tax accounts or other obligations required by any state or federal law or regulation to effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing Internal Revenue Service ("IRS") Form 990 with the IRS and the articles of dissolution with the Florida Department of State, Division of Corporations ("DOC").

3. **Indemnification.** The Corporation shall continue to indemnify its Officers, Trustees, and employees in accordance with its articles of incorporation, bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and omissions in connection with the Corporation's dissolution, implementation of this Plan and the winding up of the business and affairs of the Corporation.

4. **Filing of Tax Forms.** The Corporation shall file final returns, pay final obligations, and close all tax accounts as listed below. The Corporation shall file:

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- IRS Form 990 with the IRS.
- IRS Forms W2 and W3 for any payroll related withholding taxes.

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- Other tax filings, with the IRS, Florida or any other state in which the corporation transacts business such as sales tax, payroll tax, workers' compensation, unemployment or franchise tax.

5. **Articles of Dissolution and Effective Date.** On or after the Adoption Date, the Corporation shall prepare the articles of dissolution in accordance with the Act. The Corporation shall file the articles of dissolution with the DOC at such time as the Trustees, in their absolute discretion, deem necessary, appropriate, or desirable. The Corporation shall be dissolved on the effective date of the articles of dissolution which shall be the recorded date and time of filing by the DOC unless otherwise specified by the articles of dissolution in accordance with the Act (the "Effective Date").

6. **Cessation of Business Activities.** The Corporation shall cease carrying on its business after the Effective Date except as necessary to wind up its business and affairs.

7. **Known Claims Notice and Settlement.** The Corporation has elected not to incur the costs and obligations that are required when utilizing the optional notice and settlement safe harbor procedures under Section 1408 of the Act for known claims, including contingent, conditional, or unmatured claims. However, the Corporation will fully comply with all of the default settlement procedures of Section 1408 of the Act, including paying, or making provision to pay, in full, all known claims and obligations of the Corporation, even if the Corporation's known claims are of a contingent, conditional, or unmatured nature or the identity of the claimant of the known claim is unknown.

8. **Unknown Claims Notice.** The Corporation will fully comply with all of the safe harbor procedures of Section 1407 of the Act for unknown claims, including but not limited to filing a notice of corporate dissolution with the DOC within ten days after filing the Corporation's articles of dissolution. In accordance with Section 1407 of the Act, the Notice of Corporate Dissolution must:

- State the name of the Corporation and the Effective Date;
- Describe what a claimant must include in a claim;
- Provide a mailing address for claimants to mail claims to the Corporation; and
- State that the claimant must commence a proceeding to enforce a claim within four years after the filing of the Notice of Corporate Dissolution, or the claim will be barred.

9. **Plan of Distribution.**

9.1. On and after the Effective Date, the Corporation shall wind up the Corporation's assets in accordance with the terms of this Plan and the Act. This action by and on behalf of the Corporation does not require further approval by the Trustees and may include efforts such as:

- 9.1.1. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Trustee, or an employee;

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9.1.2. Selling any, all, or substantially all of the Corporation's assets; and

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9.1.3. Disposing of any property of the Corporation not designated for distribution in kind to the City of Pensacola.

9.2. On and after the Effective Date, the Corporation shall make adequate provision, by payment or otherwise, for the Corporation's known claims as provided by Section 7 of this Plan.

9.3. The Corporation shall distribute the remainder of any assets, either in cash or in kind, to the City of Pensacola according to their respective rights and interests.

9.4. Subject to the foregoing, the Corporation has discretion in determining the manner and timing in which the distributions are to be completed. Distributions pursuant to this Plan or any other requirements of the Act may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines.

IN WITNESS WHEREOF, the Corporation has approved dissolution and adopted this Plan by the following signature(s) as of the Adoption Date.

COMMUNITY MARITIME PARK
ASSOCIATES, INC.

By: 

James J. Reeves

Its: Chairman

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NOTICE OF NOT FOR PROFIT CORPORATE DISSOLUTION

This notice is submitted by the dissolved not for profit corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

Name of Corporation: **COMMUNITY MARITIME PARK ASSOCIATES, INC.**

Document number of Corporation is: N05000007616.

Date of dissolution will be the date the dissolution is filed with the Department of State.

Description of information that must be included in a written claim:

1. Name of Claimant;
2. Amount of Claim;
3. Description of Claim; and
4. Date of Claim.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations): c/o City of Pensacola, 222 W. Main Street, Pensacola, FL 32502.

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.

COMMUNITY MARITIME PARK
ASSOCIATES, INC.

By: 
James J. Reeves, its Chairman

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