

U05000012944

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
#ALLAH/OSCE, F. 11/11/11

APR 15 2011
11:15 AM
FBI/DOJ

Disnotice
8/16/11
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CCB Family Foundation, Inc.

DOCUMENT NUMBER: N05000012944

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

Please return all correspondence concerning this matter to the following:

William J. Keating, Jr.

(Name of Contact Person)

Keating, Muething & Klekamp, PLL

(Firm/Company)

One East Fourth Street, Suite 1400

(Address)

Cincinnati, Ohio 45202

(City/State and Zip Code)

For further information concerning this matter, please call:

William J. Keating, Jr.

(Name of Contact Person)

at (513) 579-6435

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$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:

CCB Family Foundation, Inc.

SECOND: The document number of the corporation (if known): N05000012944

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 the 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:

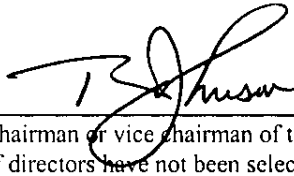
The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was July 18, 2011.

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: _____
(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.)

Timothy Johnson

(Typed or printed name of the person signing)

Secretary

(Title of person signing)

FILING FEE: \$35

Notice of Corporate Dissolution

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: CCB Family Foundation, 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) identity and contact information of individual or entity making the claim;
- (2) nature of claim;
- (3) summary of the acts or omissions that gave rise to the claim, including
the date(s) the acts or omissions occurred; and
- (4) statement of damages.

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

William J. Keating, Jr.

Keating, Muething & Klekamp, PLL

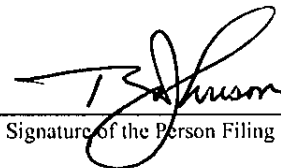
One East Fourth Street, Suite 1400

Cincinnati, Ohio 45202

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.

Timothy Johnson, Secretary

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

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
CCB FAMILY FOUNDATION, INC.**

Pursuant to Title XXXVI, Section 617.0821 of the Florida Statutes, and in lieu of a meeting of the Board of Directors of CCB FAMILY FOUNDATION, INC., a Florida not-for-profit corporation (the "*Corporation*"), the undersigned, being all of the Directors of the Corporation entitled to notice of such meeting, do hereby waive notice of such meeting and take, authorize, ratify and confirm by unanimous written consent each and all of the following actions:

RESOLVED, That the Corporation shall be dissolved and its affairs wound up in accordance with Chapter 617 of Title XXXVI of the Florida Statutes;

RESOLVED FURTHER, That the Corporation adopts the Plan of Distribution of Assets attached hereto as Exhibit A and incorporated herein by reference; and

RESOLVED FURTHER, That any officer of the Corporation is authorized to do and perform all acts or actions incidental or necessary to accomplish the foregoing, including, without limitation, the execution and filing of Articles of Dissolution, a Notice of Dissolution, and the Plan of Distribution of Assets with the Florida Department of State.

This ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS may be executed in several counterparts, and all counterparts shall be deemed one and the same instrument.

In witness whereof, the Board of Directors have executed this action on this 18th day of July, 2011.

CHRISTOPHER C. BERGEN

CANDACE KENDLE

KENDLE C. BRYAN

*see next 2
pages*

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CHRISTOPHER C. BERGEN


CANDACE KENDLE

KENDLE C. BRYAN

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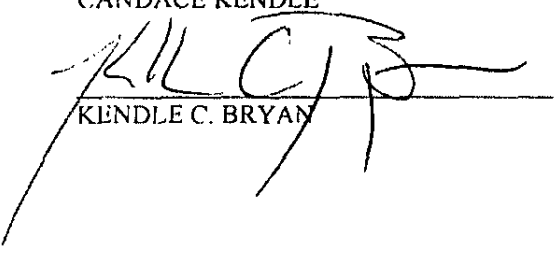
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In witness whereof, the Board of Directors have executed this action on this 18th day of July, 2011.

CHRISTOPHER C. BERGEN

CANDACE KENDLE



KENDLE C. BRYAN

SECRETARY CERTIFICATE OF
CCB FAMILY FOUNDATION, INC.

July 18, 2011

I, the undersigned, as Secretary of CCB FAMILY FOUNDATION, INC., a Florida not-for-profit corporation ("*Corporation*"), do hereby certify, solely in my capacity as Secretary of the Corporation:

1. Attached hereto as **Exhibit A** is a true, correct and complete copy of the Plan of Distribution of Assets of the Corporation, and no amendment, modification or rescission of such Plan of Distribution of Assets has been authorized by the Corporation.

2. The attached Plan of Distribution of Assets was adopted by the Board of Directors of the Corporation on July 18, 2011 by unanimous written consent pursuant to Chapter 617.0821 of Title XXXVI of the Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand as of the date first written above, solely in my capacity as Secretary of the Company and not in my individual capacity.

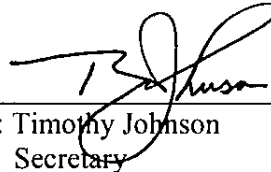

Name: Timothy Johnson
Title: Secretary

EXHIBIT A

PLAN OF DISTRIBUTION OF ASSETS

(see attached)

PLAN OF DISTRIBUTION OF ASSETS

This PLAN OF DISTRIBUTION OF ASSETS ("Plan") is adopted this 18th day of July, 2011 by CCB FAMILY FOUNDATION, INC., a Florida not-for-profit corporation ("Corporation").

WHEREAS, the Corporation was formed as a Florida not-for-profit corporation on December 28, 2005;

WHEREAS, the Corporation has decided to dissolve and wind up its affairs in accordance with Chapter 617 of Title XXXVI of the Florida Statutes;

WHEREAS, the Corporation does not hold any assets subject to a condition requiring the return, transfer, or conveyance of such assets upon dissolution of the Corporation; and

WHEREAS, Article 4 of the Articles of Incorporation of the Corporation provides as follows:

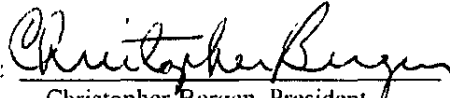
Upon the dissolution of the Corporation, the directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the directors of the Corporation shall determine.

NOW, THEREFORE, in consideration of the foregoing, the Corporation agrees that the assets of the Corporation shall be distributed in the following order of priority:

1. Liabilities. The Corporation shall pay and discharge all liabilities and obligations of the Corporation.
2. Johnson Charitable Gift Fund. All of the remaining assets of the Corporation shall be transferred to the Johnson Charitable Gift Fund, a 501(c)(3) exempt organization organized and operated exclusively for charitable, educational, religious, or scientific purposes.

In witness whereof, the Corporation has executed this Plan on this 18th day of July, 2011.

CCB FAMILY FOUNDATION, INC.,
a Florida not-for-profit corporation

By: 
Christopher Bergen, President