

N06000007198

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

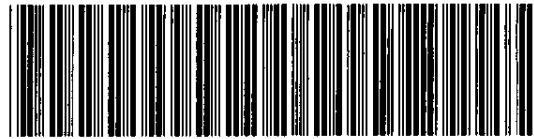
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000280033090

FILED
2015 DEC 18 AM 9:28
CLERK OF SUPERIOR COURT
MASSACHUSETTS

RECEIVED
DEPARTMENT OF STATE
15 DEC 18 PM 12:05

FL Diss
etc 12/31

12/21/18

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/18/15

NAME: THE PROSPERITY BANK FOUNDATION, INC.

TYPE OF FILING: DISSOLUTION

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Prosperity Bank Foundation, Inc.

DOCUMENT NUMBER: N06000007198

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

Please return all correspondence concerning this matter to the following:

Brigitte Moran

(Name of Contact Person)

Rogers & Hardin LLP

(Firm/Company)

229 Peachtree Street NE, Suite 2700

(Address)

Atlanta, Georgia 30303

(City/State and Zip Code)

For further information concerning this matter, please call:

Brigitte Moran, Senior Paralegal

at (404)

954-7550

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input checked="" 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 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

ff 12/31

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:
The Prosperity Bank Foundation, Inc.

SECOND: The document number of the corporation (if known): N06000007198

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 17, 2015

The number of directors in office was five and the vote for resolution was five for and zero against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: December 31, 2015

(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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)

Dennis J. Zember Jr.

(Typed or printed name of person signing)

Director & CFO

(Title of person signing)

Filing Fee: \$35

FILED
2015 DEC 18 AM 9:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
THE PROSPERITY BANK FOUNDATION, INC.**

This Plan of Complete Liquidation (the "Plan") is for the purpose of effecting the complete dissolution and liquidation of **THE PROSPERITY BANK FOUNDATION, INC.**, a Florida corporation (the "Corporation"), in accordance with Section 617.1406 of the Florida Not For Profit Corporation Act pursuant to the following steps:

1. The Plan shall become effective upon its adoption by the Board of Directors of the Corporation.
2. Upon the adoption of the Plan, the officers of the Corporation are hereby authorized to commence winding up the Corporation's business and affairs by first paying, discharging or making adequate provision for the payment or discharge of all of the known debts, liabilities and obligations of the Corporation, if any.
3. After payment, discharge or adequate provision has been made for payment of all of the known debts, obligations and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed as follows: (a) any assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, be returned, transferred or conveyed in accordance with such requirements; (b) any assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the Corporation, as determined by the officers of the Corporation; and (c) all other assets, if any, be distributed in accordance with the provisions of Article VIII of the Articles of Incorporation of the Corporation.
4. The actions provided for in this Plan shall be commenced as soon as deemed practicable and in the best interests of the Corporation by its officers, and the dissolution of the Corporation shall be completed in such a manner.
5. The officers of the Corporation are each hereby authorized and directed to file such documents as are necessary to effect the dissolution of the Corporation under the Florida Not For Profit Corporation Act.
6. The officers of the Corporation are each hereby authorized and directed to file the final federal and state income tax returns of the Corporation and all other returns, documents and information required to be filed by reason of the complete liquidation of the Corporation.
7. The Corporation shall indemnify each of its directors, officers, employees and agents, trustees, escrow agents and any other adviser engaged by the Corporation (the words "she," "her," and "person" being used hereafter in this paragraph to refer to such indemnified person and entity) against all liabilities and expenses, including amounts paid in satisfaction or judgments in compromise or as fines and penalties, and counsel fees, reasonably incurred by her

in connection with the defense or disposition of any action, suit or other proceedings by the Corporation or any other person, whether civil or criminal, in which she may be involved or with which she may be threatened, while in office or while engaged by the Corporation or thereafter and whether in connection with the liquidation of the Corporation or otherwise, for breach of her duty of care or other duty as a director, officer, employee, agent, trustee, escrow agent or advisor, as the case may be, except for liability (i) for an appropriation, in violation of her duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) in respect of certain unlawful dividend payments or stock redemptions or repurchases, or (iv) for any transaction from which the director to be indemnified derived an improper personal benefit. The Board of Directors may make advance payments in connection with the indemnification under this paragraph, provided that the indemnified director, trustee, officer, employee or agent shall have given a written affirmation of her good faith belief that she meets the standard of conduct necessary for indemnification and a written undertaking to reimburse the Corporation in the event it is subsequently determined that she is not entitled to such indemnification. Indemnification under this Section 7 shall be to the fullest extent allowed under the Florida Not For Profit Corporation Act.

The foregoing indemnification provisions shall survive the liquidation and termination of the Corporation. The rights accruing to any director, trustee, officer, employee or agent under this Section 7 shall not exclude any other right to which each may be lawfully entitled.

The foregoing Plan of Complete Liquidation and Dissolution is adopted by the undersigned officer of the Corporation effective as of December 17, 2015.

**THE PROSPERITY BANK FOUNDATION,
INC.**

By: 

Dennis J. Zember Jr., Director and CFO