

8/27/24, 2:42 PM

Division of Corporations

167 00000831

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H24000287176 3)))



H240002871763ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850)617-6380

## From:

Account Name : SHUFFIELD LOWMAN  
Account Number : I20030000118  
Phone : (407)581-9800  
Fax Number : (407)581-9801

DISSOLUTION OR WITHDRAWAL  
THE WAYNE AND MARILYN NELSON FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

SECRETARY OF STATE  
TALLAHASSEE, FL

2024 AUG 27 AM 10:37

FILED

[Electronic Filing Menu](#)[Corporate Filing Menu](#)[Help](#)

**ARTICLES OF DISSOLUTION  
OF  
THE WAYNE AND MARILYN NELSON FOUNDATION, INC.**

Pursuant to Section 617.1403, Florida Statutes, this Florida not for profit corporation (the "**Corporation**") submits the following Articles of Dissolution:

FIRST: The name of the Corporation as currently filed with the Florida Department of State is "The Wayne and Marilyn Nelson Foundation, Inc."

SECOND: The Articles of Incorporation for the Corporation were filed on January 2, 2007, and the Corporation was assigned Document Number N07000000831.

THIRD: Adoption of Dissolution

- ☐ The Corporation has members entitled to vote.
- ☐ The resolution to dissolve was adopted at a meeting of members held on: \_\_\_\_\_, The number of votes cast by the members for the dissolution was sufficient for approval.
- ☐ The resolution was adopted by written consent of the members and executed in accordance with Section 617.0701, Florida Statutes.
- ☒ The Corporation has no members or has no members entitled to vote on the dissolution. The date of adoption of the resolution by the board of directors was July 9, 2024. 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 different than date of filing): Not Applicable.  
(cannot be more than 90 days after the dissolution file date)

THE WAYNE AND MARILYN NELSON  
FOUNDATION, INC.

By: Wayne R Nelson  
Wayne R. Nelson, President

FILED  
2024 AUG 27 AM 10:37  
CLERK OF STATE  
TALLAHASSEE, FL

**THE WAYNE AND MARILYN NELSON FOUNDATION, INC.  
ACTION BY WRITTEN CONSENT  
IN LIEU OF SPECIAL MEETING OF  
THE BOARD OF DIRECTORS AND  
THE MEMBERS**

July 9, 2024

Pursuant to Section 617.0821, Florida Statutes, the undersigned, constituting all the directors of **THE WAYNE AND MARILYN NELSON FOUNDATION, INC.**, a Florida not for profit corporation (the "**Corporation**"), do hereby recognize that it is deemed in the best interest of the Corporation for the Corporation to be dissolved, and do hereby adopt the following Actions as a plan of liquidation (the "**Plan**");

**RESOLVED**, that the Corporation and any wholly owned subsidiary (the "**Subsidiary**") shall be dissolved effective on the date of filing of the Articles of Dissolution with the Florida Secretary of State; and be it further

**RESOLVED**, that Wayne R. Nelson is hereby authorized and directed to execute and file Articles of Dissolution with the Florida Secretary of State to accomplish the dissolution of each company at such time as he deems appropriate; and be it further

**RESOLVED**, that the proper officers of the Corporation, in addition to the filing of a final income tax return of the Corporation, shall execute and file any and all other federal, state and local tax returns, certificates, documents and information required to be filed by reason of the complete liquidation and dissolution of the Corporation; and be it further

**RESOLVED**, that the proper officers of the Corporation be and they hereby are authorized and directed to pay all unpaid taxes and such fees and expenses in connection with execution of this Plan; and be it further

**RESOLVED**, that any assets held by the Corporation or the Subsidiary upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred or conveyed in accordance with such requirements; and be it further

**RESOLVED**, that any assets received and held by the Corporation or the Subsidiary 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 the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and engaged in activities substantially similar to those of the Corporation; and be it further

FILED

2024 AUG 27 AM 10:37  
SECRETARY OF STATE  
FLORIDA

**RESOLVED**, that all other assets of the Corporation and the Subsidiary shall be distributed in accordance with the provisions of the Articles of Incorporation or Bylaws of the Corporation, or the Articles of Organization or Operating Agreement for the Subsidiary, as applicable (collectively the “**Governing Documents**”), to the extent that said Governing Documents determine any distributive rights; however, if the Governing Documents do not provide for said distribution, then all other assets shall be liquidated for cash and the proceeds thereof shall be used to pay the accounts payable and other debts and liabilities of the Corporation and the Subsidiary, including establishment of sufficient cash reserves to pay any contingent claims; and be it further

**RESOLVED**, that after paying or making adequate provision for paying all the account payables and other debts and liabilities of the Corporation and the Subsidiary, the proper officers of the Corporation shall, effective on or before December 31, 2024, make a charitable contribution of the remaining assets to one or more domestic or foreign corporations, trusts, societies, or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and engaged in activities substantially similar to those of the Corporation; and be it further

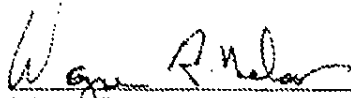
**RESOLVED**, that the appropriate officers of the Corporation are authorized and directed to take such further actions on behalf of the Corporation and the Subsidiary as they deem necessary or convenient to accomplish the dissolution, winding up and liquidation of the Corporation and the Subsidiary; and be it further

**RESOLVED**, that this Action may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via electronic mail (including pdf or any electronic signature complying with the ESIGN Act of 2000 and Sec. 668.50(7)(b), Florida Statutes, e.g. [www.docusign.com](http://www.docusign.com)) or other transmission method, and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

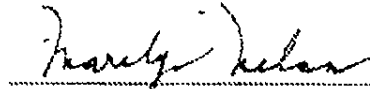
[Balance of Page Intentionally Left Blank;  
Signature Appear on the Following Page]

**FILED**  
2024 AUG 27 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned have executed this Written Action, effective as of the date first above written for the purpose of giving their consent hereto.

  
Wayne R. Nelson, Director

\_\_\_\_\_  
Christine Ratledge, Director

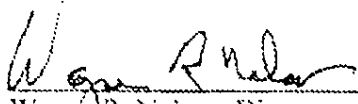
  
Marilyn Nelson, Director

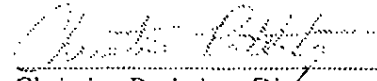
**FILED**

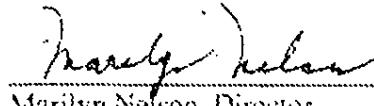
**2024 AUG 27 AM 10:37**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

IN WITNESS WHEREOF, the undersigned have executed this Written Action, effective as of the date first above written for the purpose of giving their consent hereto.

  
Wayne R. Nelson, Director

  
Christine Railedge, Director

  
Marilyn Nelson, Director

FILED

2024 AUG 27 AM 10:37

CLERK OF STATE  
TALLAHASSEE, FL