

No 700005490

Florida Department of State
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From: **Carrie L. Ramos, Paralegal, please fax confirmation to 407 244-5690**

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**DISSOLUTION OR WITHDRAWAL
MASTER'S GATE FOUNDATION, INC.**

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EXAMINER

H11000054692 3

**ARTICLES OF DISSOLUTION
OF
MASTER'S GATE FOUNDATION, INC.
A Florida Not for Profit Corporation**

ARTICLE I - NAME

The name of the Corporation is Master's Gate Foundation, Inc.

ARTICLE II - DOCUMENT NUMBER

The document number of the Corporation is N07000005440.

ARTICLE III - EFFECTIVE DATE OF DISSOLUTION

The effective date of the dissolution is: Upon Filing.

ARTICLE IV - DEBTS OF CORPORATION

No debts of the Corporation remain unpaid.

ARTICLE V - ADOPTION OF DISSOLUTION

The Corporation has no members, and the Board of Directors of the Corporation consists of four (4) directors. The dissolution of the Corporation was approved and authorized by the unanimous written consent of the Corporation's Board of Directors, dated as of December 30, 2010.

ARTICLE VI - PLAN OF DISTRIBUTION

The Plan of Distribution attached hereto as Exhibit A (the "Plan of Distribution") was adopted by the Corporation's Board of Directors by the unanimous written consent of the Corporation's Board of Directors, dated as of December 30, 2010. The undersigned officer of the Corporation hereby authenticates the Plan of Distribution and certifies that it is compliance with the requirements of Section 617.1406(2), *Florida Statutes*.

MASTER'S GATE FOUNDATION, INC.,
a Florida not for profit corporation

By: 

Scott Pierre, President

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H11000054692 3

EXHIBIT A
PLAN OF DISTRIBUTION

1. Master's Gate Foundation, Inc., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), will cease to conduct its affairs, except insofar as may be necessary to wind up and liquidate its affairs within the meaning of Section 617.1405, *Florida Statutes*, and will liquidate and distribute all of its assets, less any assets retained to meet claims, in complete liquidation effective as of 11:59 p.m. on December 31, 2010.

2. The President of the Corporation is hereby authorized and directed to proceed as far as possible to collect all sums due the Corporation and to pay and discharge all liabilities and obligations of the Corporation or make adequate provision therefor.

3. If and to the extent that the Corporation holds any assets upon condition requiring return, transfer or conveyance of such assets, which condition occurs by reason of the dissolution of the Corporation, the President is hereby authorized and directed to return, transfer or convey such assets in accordance with such requirements.

4. If and to the extent that the Corporation has received and holds asset subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purpose, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution of the Corporation, the President of the Corporation is hereby authorized and directed to transfer or convey such assets to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

5. If and to the extent that the Corporation holds any assets not described in Paragraph 3 or Paragraph 4 of this Plan of Distribution, the President is hereby authorized and directed to distribute such assets in accordance with the Articles of Incorporation or Bylaws of the Corporation to the extent that the Articles of Incorporation or Bylaws of the Corporation provide for the distribution of such assets to others.

6. If and to the extent that the Corporation holds any assets not described in Paragraph 3, Paragraph 4 or Paragraph 5 of this Plan of Distribution, the President of the Corporation is hereby authorized and directed to distribute such assets to such organizations as are specified by the Board of Directors of the Corporation.