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**DISSOLUTION OR WITHDRAWAL
DOLPHIN CONSERVATION FIELD STATION, INC.**

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**ARTICLES OF DISSOLUTION
OF DOLPHIN CONSERVATION FIELD STATION, INC.**

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

The name of the Corporation is Dolphin Conservation Field Station, Inc.

The document number of the Corporation is N08000004440.

The filing date of the Articles of Incorporation was May 6, 2008.

The Corporation has no members or members entitled to vote on the dissolution. The effective date of adoption of the resolution approving the dissolution by the Board of Directors was April 22, 2010. The number of directors in office was four and the vote for the resolution was three for and none against.

The effective date of the dissolution shall be April 30, 2010.

IN WITNESS WHEREOF, the undersigned executive officer of the Corporation has executed these Articles of Dissolution, effective April 22, 2010.

**DOLPHIN CONSERVATION
FIELD STATION, INC.**



Frederick S. Slagle, Secretary

**PLAN OF DISTRIBUTION OF ASSETS OF
DOLPHIN CONSERVATION FIELD STATION, INC. AND
OFFICER'S CERTIFICATE OF COMPLIANCE**

This Plan of Distribution of Assets (hereinafter called the "Plan") is for the purpose of effecting the dissolution of Dolphin Conservation Field Station, Inc., a Florida not for profit corporation ("Corporation"), and the distribution of its remaining assets, in accordance with the applicable provisions of the Florida Not For Profit Corporation Act, as follows:

1.

The Plan shall be effective as of April 22, 2010, the effective date of its adoption by the Board of Directors of the Corporation.

2.

The Corporation's assets shall be distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.
- (b) Any assets (if any) held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- (c) Any remaining assets shall be distributed to organizations which are organized and operate exclusively for exempt purposes described in section 501(c)(3) of the Internal Revenue Code as the Board of Directors of the Corporation may determine.
- (d) The Corporation does not hold any assets that are required by the provisions of the articles of incorporation or the bylaws to be distributed to members or classes of members, or to others.

3.

When all debts, liabilities, and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the Corporation have been distributed in accordance with paragraph 2 above, the Directors and officers of the Corporation shall take all proper proceedings in the manner provided by law to dissolve the Corporation. They shall execute and file Articles of Dissolution pursuant to the provisions of the Florida Not for

Profit Corporation Act. They also shall execute and file final tax returns of the Corporation, if required, and execute and file all other returns, documents, and information required to be filed by reason of the complete liquidation of the Corporation.

4.

The Directors and officers of the Corporation shall carry out and consummate the Plan and may adopt all resolutions, execute all documents, file all papers, and take any and all other actions they may deem necessary or desirable for the purpose of effecting the dissolution of the Corporation and the complete liquidation of its business, assets, and affairs.

IN WITNESS WHEREOF, the undersigned executive officer of the Corporation has executed this Plan of Distribution of Assets of the Corporation effective as of the 22nd day of April, 2010. The undersigned hereby certifies that (i) the Corporation has complied with subsection (2) of section 617.1406 of the Florida Not for Profit Corporation Act, (ii) this Plan was approved by a majority of the member of the Board of Directors, and (iii) approval of the Plan by Members was not required.

DOLPHIN CONSERVATION FIELD
STATION, INC.



Frederick S. Stagle, Secretary