

N08000005880

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DISSOLUTION OR WITHDRAWAL
S. T. KILLIAN FAMILY FOUNDATION, INC.

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**ARTICLES OF DISSOLUTION
OF
S. T. KILLIAN FAMILY FOUNDATION, INC.**

These Articles of Dissolution for S. T. KILLIAN FAMILY FOUNDATION, INC., a Florida not for profit corporation ("Foundation"), are executed this 23RD day of November, 2022, pursuant to a resolution of the Board of Directors of the Foundation.

1. The name of the Florida not for profit corporation hereby being dissolved is S. T. KILLIAN FAMILY FOUNDATION, INC.
2. The Foundation is non-member/non-shareholder foundation.
3. The Document Number of the Foundation is N08000005880.
4. There are four directors of the Foundation.
5. The Foundation's dissolution is authorized upon a unanimous vote of the four Board of Directors on November 22, 2022.
6. The Plan of Distribution of the Foundation is attached hereto as Exhibit "A".
7. The effective date of dissolution shall be upon the filing of these Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of the date set forth above.

S. T. KILLIAN FAMILY FOUNDATION, INC.

By: Deborah Gray
Deborah Gray, President

H22000398822 3

PLAN OF DISTRIBUTION

THIS PLAN OF DISTRIBUTION ("Plan") for S. T. KILLIAN FAMILY FOUNDATION, INC., a Florida not for profit corporation (the "Foundation"), shall be immediately effective upon the Plan's adoption by an appropriate resolution of the Board of Directors of the Foundation. The undersigned, DEBORAH GRAY, as the President of the Foundation, hereby submits to the Board of Directors the following Plan drafted (i) in accordance with Section 617.1406(3) of the Florida Not For Profit Corporation Act ("Act"); and (ii) at the direction of the Board of Directors.

1. All liabilities and obligations of the Foundation shall be paid and discharged, or adequate provisions shall be made therefor (Section 617.1406(3)(a) of the Act). As of the date of the Plan, there are no outstanding liabilities and obligations of the Foundation. However, a sufficient amount of funds not to exceed \$10,000 shall be reserved for purposes of paying all remaining legal and accounting fees to effectuate the dissolution of the Foundation. Such fees to include payment for all necessary filings with the Florida Secretary of State, the Internal Revenue Service, and otherwise as required by law.

2. There are no assets held by the Foundation which have a condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Foundation (Section 617.1406(3)(b) of the Act).

3. There are no assets held by the Foundation 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 Foundation's dissolution (Section 617.1406(3)(c) of the Act).

4. All Foundation assets except for the reserve referenced in Item No. 1 above ("Net Assets"), shall be distributed in accordance with Article XI of the Foundation's Articles of Incorporation (Section 617.1406(3)(d) of the Act). More specifically, Article XI of the Articles of Incorporation of the Foundation reads in full as follows:

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious, educational, or charitable purposes and which has established its tax

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H22000398822 3

exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

In accordance with Section 617.1406(3)(d) of the Act and the Foundation's Articles of Incorporation, the Foundation's Net Assets shall be immediately distributed as follows:

- (a) 50% to the American Cancer Society (for research);
- (b) 25% to American Heart Association (for research); and
- (c) 25% to American Red Cross Disaster Relief Fund (for hurricane relief).

5. Any unused balance of the reserve referenced in Item No. 1 above, shall be distributed to the above designated charities in accordance with the same sharing percentages provided above.

S. T. KILLIAN FAMILY FOUNDATION, INC.

By: Deborah Gray
Deborah Gray, President

Date: 11-23-2022