

N08000006934

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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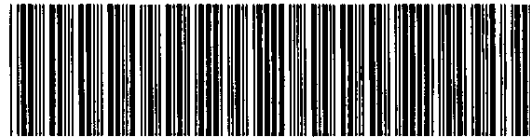
(Business Entity Name)

(Document Number)

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13 APR 29 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Voldiss/Wrote  
5/6/13

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Articles of Dissolution w/ attached Plan of Distribution & Notice of Corporate Dissolution

**DOCUMENT NUMBER:** N08000006934

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

Please return all correspondence concerning this matter to the following:

**J. Bruce Bowman**

(Name of Contact Person)

**Conerly, Bowman & Dykes, LLP**

(Firm/Company)

**P.O. Box 6944**

(Address)

**Miramar Beach, FL 32550**

(City/State and Zip Code)

For further information concerning this matter, please call:

**J. Bruce Bowman**

(Name of Contact Person)

at **(850) 837-5118**

(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

## ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, 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:

EOD MEMORIAL FOUNDATION, INC.

SECOND: The document number of the corporation (if known): N08000006934

THIRD: The file date of the articles of incorporation: July 22, 2008

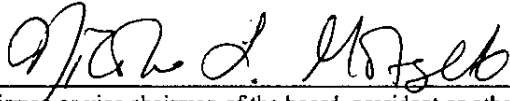
FOURTH: The corporation has not commenced to conduct its affairs.

FIFTH: No debts of the corporation remains unpaid.

SIXTH: Adoption of Dissolution **(CHECK ONE)**  
(Note: Cannot be authorized by an incorporator if the corporation has directors)

- ☒ The dissolution was authorized by a majority of the directors:  
OR
- ☐ The dissolution was authorized by an incorporator.
- ☐ The dissolution was authorized by a majority of the incorporators.

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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)

Nicole Motsek

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

Filing Fee: \$35

**CONSENT OF DIRECTORS  
IN LIEU OF  
SPECIAL MEETING**

**EOD MEMORIAL FOUNDATION, INC. w/ Plan of Distribution**

The undersigned, being all of the directors of EOD Memorial Foundation, Inc., a Florida not-for-profit corporation (the "**Corporation**"), finding it in the best interests of the Corporation, hereby approve and adopt the following actions by written consent in lieu of a special meeting and waive all requirements of notice of such meeting, statutory or otherwise.

**WHEREAS**, the Board of Directors, having previously consummated the transfer of substantially all of the assets, operations and activities of the Corporation to the EOD Warrior Foundation d/b/a EOD Warrior Foundation, a Virginia non-stock corporation (the ("**EODWF**")) believes that it is in the best interest of the Corporation to formally dissolve and wind up the affairs of the Corporation pursuant to §617.1402, Florida Statutes; and,

**WHEREAS**, the Board of Directors, having previously paid, assigned, or otherwise discharged all known liabilities of the Corporation, with the exception of the costs incurred in dissolving and winding up the affairs of the Corporation (the "**Dissolution Expenses**"), desires to adopt by resolution a plan of distribution of all remaining assets of the Corporation; it is hereby

**RESOLVED**, that the Corporation shall be and hereby is dissolved pursuant to § 617.1402, Florida Statute; and that Nicole Mostek, Executive Director of the Corporation (the "**Executive Director**") is hereby authorized and directed, for and on behalf of the Corporation, to file Articles of Dissolution and all other documents required by the State of Florida to dissolve the Corporation; and

**FURTHER RESOLVED**, that, as there are no known liabilities of the Corporation, with the exception of the Dissolution Expenses, the distribution of all remaining assets of the Corporation shall be carried out by the Executive Director, who is hereby authorized and directed, for and on behalf of the Corporation as follows: (a) the Executive Director shall first use the remaining assets to pay the Dissolution Expenses; (b) the Executive Director shall then pay any unknown liabilities and/or unknown obligations, of which the Corporation later receives notice within the statutory notice period. If there are insufficient funds, the claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available for payment; and, (c) after a period of four (4) years following the filing of the Articles of Dissolution with the State of Florida as reflected above, the Executive Director shall disburse all remaining assets, if any, to the WEODWF; and

**FURTHER RESOLVED**, that the Executive Director is hereby authorized and directed, for and on behalf of the Corporation, to file with the Florida Department of State a copy of this plan of distribution of assets, as set forth above, authenticated by the Executive Director and containing the Executive Director's certificate of compliance with the

requirements of subsection (1) or subsection (2) of §617.1406, Florida Statutes.

The Secretary of the Corporation is directed to place a copy of this consent in the minute books of the Corporation.

This consent shall be effective as of the date specified below.

No further action is taken or consented to.

EFFECTIVE DATE: March 1, 2013

D. John Tompkins  
Dan Tompkins

2 Apr 2013  
Date of Execution

\_\_\_\_\_  
Paul Plemmons

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Christina Kazakavage

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Rebecca Davis

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Ralph Way

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Jon Tobias

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Keith Bubier

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Kellie Perry

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Greg Mittelman

\_\_\_\_\_  
Date of Execution