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SEP 11 2013

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August 28, 2013

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Learn with Cedar, Inc.
Document # N09000005127
Corporate Dissolution – **Effective August 31, 2013**

Dear Sir or Madam:

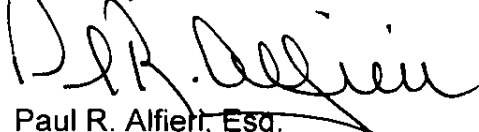
Enclosed please find the original and one copy of the articles of dissolution and plan of distribution approved by the board of directors of Learn with Cedar, Inc. consenting to the dissolution of the corporation pursuant to F.S.S. 617.1402-1403, said dissolution to be effective August 31, 2013.

I have also included a check in the amount of \$35.00 representing the required filing fee for the articles of dissolution with your office. Please forward a certificate of dissolution together with the copy of the articles of dissolution and plan of distribution stamped filed.

If you need any additional information please feel free to contact me at the phone number or address listed above.

Thank you for your assistance in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/lma
Encls.

Learn with Cedar, Inc.

Articles of Dissolution

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Pursuant to Section §617.1402 - 1403 of the Florida Statutes, this corporation submits the following articles of dissolution:

1. The name of the corporation is **Learn with Cedar, Inc.**, and;
2. The effective date of dissolution is August 31, 2013, and;
3. The corporation has no members and the dissolution was approved by the board of directors on August 23, 2013. The number of votes cast for dissolution was sufficient for approval, and;
4. That all liabilities and obligations of the corporation have been paid or discharged or that adequate provision has been made therefore, and;
5. That all remaining property and assets of the corporation have or will be distributed in accordance with its articles of incorporation to **Riverside Christian Fellowship, Inc.**, a Florida Not For Profit Corporation and 501(c)(3) entity, and;
6. That there are no actions pending against the corporation in any court or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

Dated the 23rd day of August 2013.



Brian S. Brookins, President

**Resolution of the
Board of Directors**

of

Learn with Cedar, Inc.

WHEREAS, on August 23, 2013, at duly called meeting in which a quorum was present, the directors of **Learn with Cedar, Inc.**, a Florida Not For Profit corporation, (the "Corporation") met for the purpose of approving the dissolution of the Corporation pursuant to F.S.S. 617, Sections 1402 and 1403 and approved the effective date of the dissolution as of August 31, 2013.

RESOLVED: the board of directors established that all liabilities and obligations of the Corporation have been paid or discharged or that adequate provision has been made therefore; and

FURTHER RESOLVED: the board of directors approved the assignment of all remaining assets of the Corporation to **Riverside Christian Fellowship, Inc.**, a Florida Not For Profit corporation and 501(c)(3) entity in accordance with the Corporation's articles of incorporation; and

FURTHER RESOLVED: the board of directors established that there are no actions pending against the Corporation in any court or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

FURTHER RESOLVED: that upon the effective date of the dissolution, the Corporation will have no outstanding business and have no remaining assets or debts. That the dissolution of **Learn with Cedar, Inc.** pursuant to F.S.S. 617.1402 and 1403 is formally approved to become effective August 31, 2013 and the president of the Corporation is authorized to file the appropriate documents with the state of Florida, Secretary of State, Division of Corporations to effectuate the dissolution.

FURTHER RESOLVED: that the officers of the Corporation are authorized to take all appropriate and necessary action required to wind up the affairs of the Corporation without further approval of the board of directors.

Dated the 23rd day of August, 2013.

By: 

Brian S. Brookins, President