

NO9000010029

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

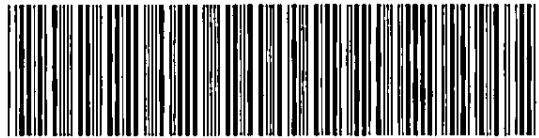
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/11/19 60197 023 34.04**

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2019 JAN -9 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FL

1-9-19
DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution of MALLRD FOUNDATION, INC.

DOCUMENT NUMBER: N09000010029

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

Please return all correspondence concerning this matter to the following:

Lindsay Rehns

(Name of Contact Person)

Proskauer Rose LLP

(Firm/Company)

2255 Glades Road, Suite 421A

(Address)

Boca Raton, FL 33431

(City/State and Zip Code)

For further information concerning this matter, please call:

Lindsay Rehns

(Name of Contact Person)

at (561)
(Area Code)

995-4707

(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 617.1403, 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:
MALLRD FOUNDATION, INC.

SECOND: The document number of the corporation (if known): N09000010029

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted July 26, 2018. The number of votes cast by the members was 5 sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

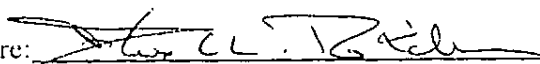
The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was July 26, 2018.

The number of directors in office was 5 and the vote for resolution was 5 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: December 31, 2018
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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)

Alix L. L. Ritchie

(Typed or printed name of person signing)

President, Member and Director of the Board

(Title of person signing)

Filing Fee: \$35

FILED
2019 JAN -9 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FL

Notice of Corporate Dissolution

FILED

2019 JAN -9 AM 10:07

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

SECRETARY OF STATE
TALLAHASSEE, FL

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: MALLRD FOUNDATION, INC.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.

Description of information that must be included in a claim:

Claim amount

Basis and nature of the claim

Date of origination of the claim

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

MALLRD FOUNDATION, INC.

c/o Lindsay Rehns, Proskauer Rose LLP

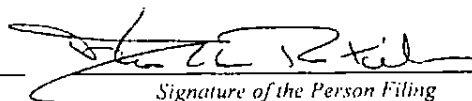
2255 Glades Road, Suite 421A

Boca Raton, FL 33431

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Alix L.L. Ritchie, President, Member and Director

Printed Name of the Person Filing


Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

PLAN OF DISTRIBUTION OF ASSETS

OF

MALLRD FOUNDATION, INC.

The Board of Directors (the "Board of Directors") of MALLRD FOUNDATION, INC. (the "Corporation"), having authorized the dissolution of the Corporation at a meeting duly convened on July 26, 2018, by a resolution of the Board of Directors made in accordance with Section 617.1402 of the Florida Statutes, and having filed Articles of Dissolution simultaneously herewith in accordance with Section 617.1403 of the Florida Statutes, do hereby resolve that the Corporation be dissolved in accordance with the following Plan of Distribution of Assets, in accordance with Section 617.1406 of the Florida Statutes:

Statutory Provisions

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor. *The Corporation having no liabilities, no action shall be necessary on this item.*
2. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, upon the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements. *The Corporation having no such assets, no action shall be necessary on this item.*
3. Assets received and held by the Corporation 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 upon the dissolution of the Corporation), shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation, as provided in this Plan of Distribution of Assets. *The Corporation has assets that are legally required to be distributed to a charitable organization or organizations exempt from taxation pursuant to federal and state laws and engaged in activities substantially similar to the Corporation. Paragraphs 6 through 8 hereof direct the disposition of such assets.*
4. Other assets of the Corporation, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws of the Corporation to the extent that said documents determine the distributive rights of members, or any class or classes of members, or provide for distribution to others. *The Corporation having no such assets, no action shall be necessary on this item.*
5. Any remaining assets of the Corporation shall be distributed in accordance with this Plan of Distribution of Assets.

Distribution of Assets to Donor Advised Fund

6. The assets of the Corporation are (a) accounts held at Bessemer Trust (account numbers 9D4L47 and 9D7V45) having an aggregate value as of November 30,

2018 of \$557,333 and (b) the rights under the Transfer Agreement dated September 12, 2017 between the Corporation and the Robert M. Ritchie and Helen A. Ritchie Charitable Trust created under a Trust Agreement dated January 6, 1984, as amended and restated from time to time (the "Transfer Agreement") (collectively, the "Assets").

7. The Corporation has authorized the establishment of a Donor Advised Fund at Bessemer National Gift Fund (the "DAF"). The DAF will be managed by a sponsoring organization that is a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code as amended, and is engaged in activities (primarily the making of grants) substantially similar to those of the Corporation.

8. The Corporation will distribute to the DAF all of the Assets, including assigning the Corporation's rights under the Transfer Agreement to the DAF.

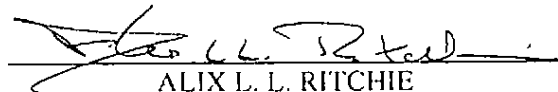
Remaining Requirements

9. The Corporation will take such other actions as may be necessary to effect the dissolution of the Corporation and this Plan of Distribution of Assets, and to comply with applicable provisions of Federal and Florida law.

Dated: December 31, 2018

Certification

I, ALIX L. L. RITCHIE, President of the Corporation, as well as a Member and a Director thereof, hereby certify pursuant to Section 617.1407(4) of the Florida Statutes that the above Plan of Distribution of Assets was approved by the Corporation in accordance with Section 617.1407(2) of the Florida Statutes: to wit, there being no Members of the Corporation entitled to vote on a resolution to dissolve the Corporation, a meeting of the Board was duly held at 1:05pm Eastern Standard Time on July 26, 2018, and the above Plan of Distribution of Assets was duly submitted and approved by a unanimous vote of the Board of Directors of the Corporation.


ALIX L. L. RITCHIE

Dated December 31, 2018