

N10000007757

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 12000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

**DISSOLUTION OR WITHDRAWAL
A BEKA ACADEMY INTERNATIONAL, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$52.50

Handwritten signature/initials and the word "please" written below.

RECEIVED

12 MAR -8 AM 8:07

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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2012 MAR -8 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 08 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: A BEKA ACADEMY INTERNATIONAL, INC.

DOCUMENT NUMBER: N10000007757

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

Please return all correspondence concerning this matter to the following:

Eric A. French

(Name of Contact Person)

Schiff Hardin LLP

(Firm/Company)

1201 West Peachtree Street, Suite 2300

(Address)

Atlanta, Georgia 30309

(City/State and Zip Code)

For further information concerning this matter, please call:

Eric A. French

(Name of Contact Person)

at (404) 437-7022

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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

FILED

2012 MAR -8 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A BEKA ACADEMY INTERNATIONAL, INC.

SECOND: The document number of the corporation (if known): N10000007757

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 the meeting of members at which the resolution to dissolve was adopted _____ The number of votes cast by the members was 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:

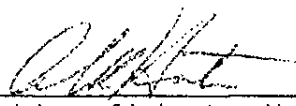
The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was MARCH 2, 2012.

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: upon filing
(no more than 90 days after dissolution file date)

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.)

Dr. Arlin Horton
(Typed or printed name of the person signing)

President
(Title of person signing)

FILING FEE: \$35

Notice of Corporate Dissolution

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.

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

Name of Corporation: A BEKA ACADEMY INTERNATIONAL, 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:

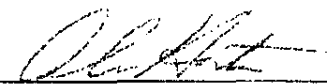
name and address of the claimant, the amount claimed, the basis for
the claim, the date(s) on which the event(s) on which the claim is based
occurred, and a brief description of the nature of the debt or basis for
the claim.

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

P.O. BOX 17600
PENSACOLA, FL 32522-7600

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.

Dr. Arlin Horton, President
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

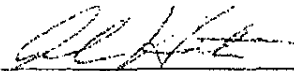
**PLAN OF DISTRIBUTION OF ASSETS
OF
A BEKA ACADEMY INTERNATIONAL, INC.**

This Plan of Distribution of Assets of A BEKA ACADEMY INTERNATIONAL, INC. a Florida corporation not for profit (the "Corporation") shall become effective as of the date the Board of Directors of the Corporation approves and adopts it in accordance with Section 617.1406 of the Florida Not For Profit Corporation Act ("Act").

1. All liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor.
2. Except as expressly provided for in this Plan of Distribution of Assets, no assets are held by the Corporation upon any condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation.
3. Except as expressly provided for in this Plan of Distribution of Assets, no assets have been 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 by reason of the Corporation's dissolution), which assets must 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.
4. In accordance with the Corporation's Articles of Incorporation, upon dissolution of the Corporation, the Directors shall, after paying all obligations of the Corporation and all of the costs and expenses of the dissolution, distribute all remaining residual assets of the Corporation to A Beka Academy, Inc., a Florida corporation not for profit.
5. Except as expressly provided for in this Plan of Distribution of Assets, there are no other assets to be distributed in accordance with the provisions of the Corporation's Articles of Incorporation or Bylaws.
6. No assets remain for distribution to any other person, trust, society, organization, or domestic or foreign corporation, whether for profit or not for profit.

Dated: MARCH 2, 2012.

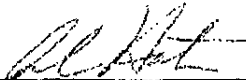
A BEKA ACADEMY INTERNATIONAL, INC.

By: 
Dr. Arlin Horton, President

CERTIFICATE OF COMPLIANCE

The undersigned officer of A BEKA ACADEMY INTERNATIONAL, INC., a Florida corporation not for profit, hereby certifies that the foregoing Plan of Distribution of Assets was adopted by unanimous written consent of all the members of the Corporation's board of directors, in lieu of a meeting, on MARCH 2, 2012, in compliance with the requirements of subsection (2) of Section 617.1406 of the Florida Not For Profit Corporation Act.

Dated: MARCH 2, 2012.



Dr. Arlin Horton, President

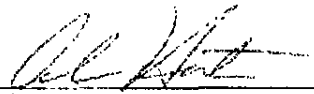
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**AFFIDAVIT AND CONSENT OF A BEKA ACADEMY INTERNATIONAL, INC.
AUTHORIZING IMMEDIATE ASSUMPTION AND USE OF ITS NAME
BY A BEKA ACADEMY INTERNATIONAL, LLC**

(DOCUMENT NUMBER N10000007757)

- I. The name of the corporation is A BEKA ACADEMY INTERNATIONAL, INC. (the "Corporation"), a Florida corporation not for profit.
- II. The Corporation has elected to dissolve and, simultaneous herewith, is filing Articles of Dissolution with the Florida Department of State, Division of Corporations.
- III. The Corporation hereby authorizes the immediate assumption or use of the Corporation's name by A BEKA ACADEMY INTERNATIONAL, LLC, as provided for in Section 617.1405 of the Florida Not For Profit Corporation Act and Section 608.406 of the Florida Limited Liability Company Act.

Dated: MARCH 2, 2012.



Dr. Arlin Horton, President