

Division of Corporations

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Florida Department of State
Division of Corporations
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DISSOLUTION

HOELYBROOK BAPTIST CHURCH HOLDING COMPANY

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ARTICLES OF DISSOLUTION FOR

HOLLY BROOK BAPTIST CHURCH HOLDING COMPANY
a Florida non-profit corporation

Pursuant to Section 617.1403 of the Florida Statutes, the undersigned Corporation hereby adopts these Articles of Dissolution.

1. The name of the corporation is Holly Brook Baptist Church Holding Company
2. The Articles of Incorporation were filed on July 16, 1985.
3. The corporation has members entitled to vote.
4. The Members met on the 5th day of July, 2004 and adopted the resolution to dissolve.
5. The resolution was adopted by written consent and executed in accordance with 617.021 of the Florida Statutes.
6. The Articles of Dissolution will take effect as of the date of execution below.

Executed this 5th day of July, 2004.



John E. Anglin
Chairman of the Board of Trustees

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CERTIFICATE OF SECRETARY OF

HOLLY BROOK BAPTIST CHURCH HOLDING COMPANY
a Florida non-profit corporation

The undersigned, a duly elected, qualified and acting Secretary of **Holly Brook Baptist Church Holding Company**, a Florida corporation (the "Company"), familiar with the facts herein certified and duly authorized to certify the same hereby certifies as follows:

1. A properly noticed and called meeting of the Members of the Company was held on July 5, 2004.
2. During said meeting, a vote of the membership was taken in accordance with Chapter 617 of the Florida Statutes.
3. As a result of said vote, a Resolution for Dissolution was adopted and ratified by the Members in accordance with Chapter 617 of the Florida.
4. The Officers of Company are authorized, empowered and directed to take or cause to be taken all such actions and to execute in the name and on behalf of the Company under its corporate seal or otherwise, and deliver all such instruments and documents and to pay all such expenses as in their judgments shall be advisable in order to fully carry out the intent and to accomplish the purposes of the Resolution for Dissolution
5. No Corporate seal is necessary or required on any document executed on behalf of the Company in order to constitute a valid and binding obligation of the Company.
6. The following persons are the duly elected and qualified incumbents of the respective offices of the Corporation set opposite their names:

President
Secretary/Treasurer

John E. Anglin
Shirley Decker

WITNESS my hand and seal of said Corporation on this 5th day of July, 2004.

Shirley Decker
Shirley Decker

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged to before me this 15th day of Dec 2004, by **Shirley Decker**, as the Secretary of Holly Brook Baptist Church Holding Company., a Florida non-profit corporation, on behalf of the corporation. She (check one) ☐ is personally known to me or ☒ has produced a valid driver's license as identification.

Jeanne K. Phillips
Notary Public, State of Florida

Name: Jeanne K. Phillips

My Commission Expires: Dec 16 2005

My Commission Number is: DD 079003



Jeanne K Phillips
My Commission DD079003
Expires December 16, 2005

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**RESOLUTION FOR DISSOLUTION
BY THE BOARD OF TRUSTEES OF
HOLLY BROOK BAPTIST CHURCH HOLDING COMPANY
a Florida non-profit corporation**

Pursuant to Section 617.1402 of the Florida Statutes, the undersigned, being the Trustees of **Holly Brook Baptist Church Holding Company**, a Florida non-profit corporation (the "Company"), make the following acknowledgements and take the following actions, effective as of the date provided below:

WHEREAS, the Board of Trustees has determined that it is in the best interest of the Company and of its Members that the Company be dissolved;

RESOLVED; that it be recommended to the Members of the Company that the Company be dissolved;

RESOLVED FURTHER, that the question of dissolving the Company be submitted for ratification by the Members;

RESOLVED FURTHER, that if the Members approve of the dissolution of the Company, a Notice of Dissolution shall be filed with the Secretary of State as soon as practicable;

RESOLVED FURTHER, that if the Members approve of the dissolution of the Company, the President and/or other officers are authorized to take any and all actions necessary to close the affairs of the Company, including the lease, sale, conveyance, or assignment of any or all of the Company's assets and to execute any documents or instruments necessary or incident to the lease, sale, conveyance, or assignment of these assets;

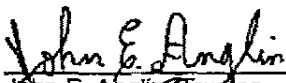
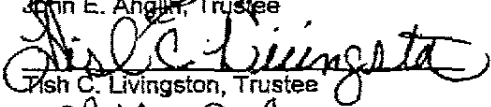

RESOLVED FURTHER, that if the Members approve of the dissolution of the Company, the President and/or other officers are authorized to apply the assets of the Company, in cash or in kind, to the payment of its known debts and obligations, and after disposing of the assets of the Company and making suitable provision for the such payments, the President, Secretary and Treasurer of the Company are authorized to form a new non-profit corporation named Cross of Calvary Ministries, Inc., and to transfer any remaining assets of the Company to Cross of Calvary Ministries, Inc, in accordance with the Articles of Incorporation of the Company.

RESOLVED FURTHER, that the following persons have been duly appointed and currently serve as Officers of the Company:

President	John E. Anglin
Vice President	Trish C. Livingston
Secretary/Treasurer	Shirley Decker

RESOLVED FURTHER, that the proposed Plan of Liquidation and Distribution of Assets, a copy of which is attached to this resolution, is hereby approved.

Executed this 5th day of July, 2004.


John E. Anglin, Trustee

Trish C. Livingston, Trustee

Shirley Decker, Trustee

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**RESOLUTION FOR DISSOLUTION
BY THE MEMBERS OF**

**HOLLY BROOK BAPTIST CHURCH HOLDING COMPANY
a Florida non-profit corporation**

Pursuant to Section 617.1402 of the Florida Statutes, the Members of **Holly Brook Baptist Church Holding Company**, a Florida non-profit corporation (the "Company"), at a properly noticed and called meeting of the Company, unanimously hereby take the following actions and adopt the following resolutions, effective as of the date provided below:

1. We have reviewed the recommendation of the Board of Trustees concerning the dissolution of the Company and the Plan for Liquidation and Distribution of Assets adopted by the Trustees, and hereby consent to the same.
2. We further agree that the Officers of the Company are authorized and directed to take all actions necessary to close the affairs of the Company, including the lease, sale, conveyance, or assignment of any or all of the Company's assets and to execute any documents or instruments necessary and incident thereto, including and without limitation, the sale of Company property and all improvements located at 507 Cassat Avenue, Jacksonville, FL 32254.
3. We further agree that the Officers of the Company are authorized and directed to apply the assets of the Company, in cash or in kind, to the payment of its known debts and obligations. After disposing of the assets and making suitable provision for such payments, the Officers are authorized and directed to distribute the remainder of the Company's assets to Cross of Calvary Ministries, Inc., a new Florida non-profit corporation to be formed by Pastor John E. Anglin.
4. We further agree that the Officers of the Company are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Company.
5. We further agree that, on completion of all liquidation procedures, the Officers and Trustees of the Company are authorized and directed to file all documents required by law to complete the closing of the affairs and the dissolution of the Company.

Executed this 5th day of July, 2004.


John E. Anglin, President


Shirley Decker, Secretary

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**PLAN FOR LIQUIDATION AND
DISTRIBUTION OF ASSETS FOR**

**HOLLY BROOK BAPTIST CHURCH HOLDING COMPANY
a Florida non-profit corporation**

The following plan for Liquidation and Distribution of Assets for Holly Brook Baptist Church Holding Company, a Florida non-profit corporation, (the "Company"), was adopted by the Board of Trustees of the Company on July 5, 2004:

1. Approval and Adoption of the Plan. The Board of Trustees of the Company has determined that it is in the best interests of the Company and of its Members to liquidate the Company and the distribution of its assets pursuant to a formal, written plan of liquidation and distribution, under the Company shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to a newly formed company named Cross of Calvary Ministries, Inc., as duly elected by written consent of its Members. This plan shall become effective on the date on which it is approved and adopted by the written consent of the Board of Trustees. The date of Board approval and adoption of the plan is hereinafter called the "effective date."

2. Cessation of Business. After the effective date, the Company shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution.

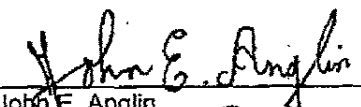
3. Sale of Assets. After the effective date, the Board of Trustees and the Officers of the Company shall sell all of the assets of the Company. Any sales shall be made on the terms and conditions and for the consideration that the Board deems reasonable and in the best interests of the Company and of its Members. The Board of Trustees and the Officers of the Company may execute any instruments that are necessary to transfer title to the property and assets.

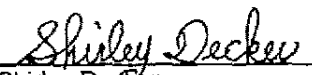
4. Payment of Debts and Liabilities. Prior to making any distribution of corporate assets, the Board of Trustees and the Officers shall pay all of the known or ascertainable debts and liabilities of the Company.

5. Distribution of Assets. After payment of, or provision for payment of all of the known debts and liabilities of the Company, the Board of Trustees and Officers of the Company shall distribute the remaining corporate assets to the Cross of Calvary Ministries, Inc. as duly elected by written consent of its Members.

6. Powers of Directors and Officers. The Board of Trustees and the Officers of the Company shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Company and its dissolution, including the execution of all documents required by law to be filed to effect the dissolution of the Company.

Executed this 5th day of July, 2004.


John E. Anglin
Chairman of the Board of Trustees


Shirley Decker
Secretary of the Board of Trustees

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