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Division of Corporations

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N11000000284

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

From: Account Name : BOND, SCHOENECK & KING, PLLC
Account Number : I20010000122
Phone : (239) 659-3800
Fax Number : (239) 659-3812

DISSOLUTION OR WITHDRAWAL
BRODY PROJECT FOR ANIMAL ASSISTED THERAPY, INC.

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Handwritten signature: T. J. J. 1-2-04

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THE BRODY PROJECT FOR ANIMAL ASSISTED THERAPY, INC.

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 is THE BRODY PROJECT FOR ANIMAL ASSISTED THERAPY, INC.

SECOND: The document number of the corporation is N11000000284.

THIRD: *Adoption of Dissolution:*

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

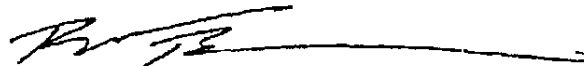
The date of adoption of the resolution by the board of directors was December 9, 2013.

The number of directors in office was 3 and the vote for resolution was 3 for and 0 against (a majority vote).

FOURTH: The dissolution shall be effective upon filing of these Articles of Dissolution.

EXECUTED on: December 16, 2013.

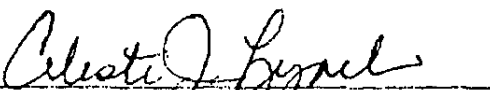
THE BRODY PROJECT FOR ANIMAL
ASSISTED THERAPY, INC.



Brian Bonacci, President, Director



Lori Andersen, Vice President, Director



Celeste J. Lynch, Secretary, Director

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**RESOLUTION APPROVING
PROPOSED EXPLANATION AND PLAN OF TERMINATION
FOR
THE BRODY PROJECT FOR ANIMAL ASSISTED THERAPY, INC.
AND
CONSENT TO ACTION TAKEN IN LIEU OF MEETING**

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CLERK OF CIRCUIT
JUDICIAL DISTRICT
FLORIDA

The undersigned, being all of the directors of THE BRODY PROJECT FOR ANIMAL ASSISTED THERAPY, INC., a Florida not for profit corporation (the "Corporation"), hereby consent to the adoption of the following resolutions in lieu of a meeting of the board of directors of the Corporation:

WHEREAS, there has been presented to and discussed a proposed Explanation and Plan of Termination (the "Plan"), a copy of which is attached to this Resolution, providing for the receipt of a distribution of the entire net assets of the Corporation to AVOW HOSPICE, INC., a Florida not for profit corporation, located at 1095 Whippoorwill Lane, Naples, FL 34105 (EIN #59-2201250, Public Charity Deductibility Status, IRS Pub. 78), to be used exclusively for its Pets Are Wonderful Souls (P.A.W.S.) program; and

WHEREAS, the Board of Directors deems it to be in the best interests of this Corporation that the Plan and Agreement be approved and that the assets of the Corporation be transferred to WOUNDED WARRIOR.

NOW, THEREFORE, IT IS:

RESOLVED, that the terms and conditions of the Plan presented to this meeting, and the mode of carrying them into effect, are by this resolution approved.

RESOLVED FURTHER, that the President and the Secretary of the Corporation are directed to execute the Plan in the name and on behalf of the Corporation.

RESOLVED FURTHER, that all preparations for and conduct of the above matters be

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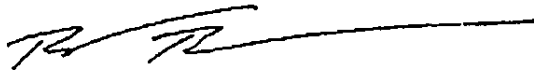
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carried out in full compliance with all applicable federal and Florida laws and regulations.


RESOLVED FURTHER, the officers of the Corporation are directed to execute, acknowledge, file, and deliver these instruments and do other acts in the name and on behalf of the Corporation as may be necessary or proper to perform fully the terms and conditions of the Plan.

Date: December 16, 2013.


THE BRODY PROJECT FOR ANIMAL
ASSISTED THERAPY, INC.



Brian Bonacci, President, Director



Lori Andersen, Vice President, Director



Celeste J. Lynch, Secretary, Director

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EXPLANATION AND PLAN OF TERMINATION

FOR

**THE BRODY PROJECT FOR ANIMAL ASSISTED THERAPY, INC.,
A PUBLIC CHARITY,**

BY

TRANSFER OF ASSETS TO PUBLIC CHARITY

THE BRODY PROJECT FOR ANIMAL ASSISTED THERAPY, INC., a Florida Non Profit Corporation and Public Charity under 501(c)(3) of the Internal Revenue Code, with Federal Tax Identification # 27-4534832 ("BRODY PROJECT"), wishes to terminate its status as a public charity by transferring all of its right, title, and interest in and to all of its net assets to a specific public charity.

Explanation of Termination

BRODY PROJECT is a small public charity and it has determined that the continued operation of BRODY PROJECT is no longer feasible, and therefore BRODY PROJECT wishes to dissolve under Florida state law following a distribution of all its assets to a qualified public charity.

Permissible Distributee

BRODY PROJECT will distribute all of its net assets to:

AVOW HOSPICE, INC., a Florida not for profit corporation ("AVOW"), located at 1095 Whippoorwill Lane, Naples, FL 34105 (EIN #59-2201250, Public Charity Deductibility Status, IRS Pub. 78), to be used exclusively for its Pets Are Wonderful Souls (P.A.W.S.) program.

See Exhibit A attached hereto for further detail regarding AVOW.

AVOW is a 501(c)(3) organization with a public charity (non-private foundation) status, and an organization described in § 170(b)(1)(A) which has been in existence and so described for a

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continuous period of at least 60 calendar months immediately preceding such distribution.

AVOW is qualified to receive assets from the terminating charity as it has received a ruling from the IRS on its exempt status. See Exhibit B attached hereto for a copy of the IRS Ruling. BRODY PROJECT has taken all reasonable precautions to insure that its reliance upon AVOW's ruling is justified.

Conditions on Transfer

BRODY PROJECT will not impose any material restriction or condition that prevents the transferee public charity from freely and effectively employing the transferred assets or the income derived therefrom, in furtherance of its exempt purposes. BRODY PROJECT will receive no private benefit from such transfer.

Following the transfer:

- (a) AVOW will be the owner in fee of the assets;
- (b) AVOW will hold and administer the assets in a manner consistent with its own exempt purposes;
- (c) the governing body of AVOW will have ultimate authority and control over the assets and the income derived from the assets; and
- (d) the governing body of AVOW will remain independent of BRODY PROJECT.

Filing Requirements

For the short tax year in which BRODY PROJECT is fully liquidated, dissolved, and terminated, BRODY PROJECT will file a final Form 990 in the year of its termination. BRODY PROJECT will file the final form *four months and 15 days* after the date of the final asset distribution and termination, or as such deadline may be extended. Schedule N, Liquidation, Termination, Dissolution, or Significant Dispositions of Assets, will be included in the final Form 990.

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Dissolution, or Significant Dispositions of Assets, will be included in the final Form 990.

BRODY PROJECT will include the following information in the final return:


- A certified copy of this Explanation and Plan of Termination and accompanying resolution;
- A list of the names and addresses of all recipients of assets, See Exhibit A and Exhibit B; and
- An explanation of the nature and fair market value of assets distributed to each recipient. See Exhibit C.

State Termination

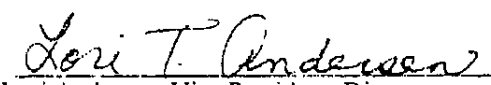
Upon the completion of the distribution, BRODY PROJECT's tax-exempt status as well as its public charity status will terminate. BRODY PROJECT will not remain in existence and will file the necessary corporate dissolution documents with the Florida Department of State.

IN WITNESS WHEREOF, this Plan is executed on December 16, 2013.

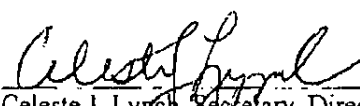
THE BRODY PROJECT FOR ANIMAL
ASSISTED THERAPY, INC.



Brian Bonacci, President, Director



Lori Andersen, Vice President, Director



Celeste J. Lynch, Secretary, Director

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EXHIBIT A

Avow Hospice, Inc.
1095 Whippoorwill Lane
Naples, FL 34105
(239) 261-4404
www.avowcares.org

About Avow

Avow was founded in 1983 as Collier County's original, nonprofit hospice. Today, Avow's companies care not only for those who are terminally ill, but also for those who have chronic illnesses or who have suffered great loss.

Services provided by Avow companies include:

- Care for the dying and their families, plus community members who are grieving
- Palliative care physician consultations for the chronically ill
- Support for those who have lost a pet through our PAWS Pet Program
- A "healing, learning and celebrating" space for the community through the Ispiri center on our campus
- Education for the community on topics related to serious illness, caregiving, death and grieving.

PAWS Pet Programs

- Pet Visits to Patients

Pets Are Wonderful Souls

For centuries, people have recognized the benefits of having a pet. Medical researchers have quantified the therapeutic advantages of pet interaction and documented that pet owners have lower blood pressure and lower risk of heart disease than those who do not own a pet. Animals offer affection, companionship and a listening ear, and often are catalysts for storytelling and the sharing of memories. Pets also offer the sick and homebound a welcome respite from often challenging and emotionally demanding daily activities.

PAWS Volunteers

Avow has incorporated animal-assisted activities in its patient programs since 1997. A dedicated, growing group of our volunteers and their pets visit Avow patients. PAWS volunteers visit Avow patients living in nursing and assisted living facilities located in the community and at Avow's inpatient unit, the France Georgeson Hospice House.

All dog participants in the PAWS volunteer program must be certified as Canine Good Citizens by the American Kennel Club. In addition, PAWS pet owners participate in the Avow volunteer screening and orientation process.

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EXHIBIT B

IRS RULING AND/OR DETERMINATION LETTER FOR AVOW:

<http://www.irs.gov>

Organizations Eligible to Receive Tax-Deductible Contributions (Pub. 78 data)

EIN	Legal Name (Doing Business As)	City	State	Country	Deductibility Status
59-2201250	AVOW HOSPICE, INC.	NAPLES	FL	United States	Public Charity

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EXHIBIT C

Explanation of the nature and fair market value of assets distributed

The entire corpus of The Brody Project is approximately \$500.00 in the Fifth Third Bank account.

Distributed to AVOW HOSPICE, INC. (EIN: 59-2201250) to be used exclusively for its Pets Are Wonderful Souls (P.A.W.S.) program.

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