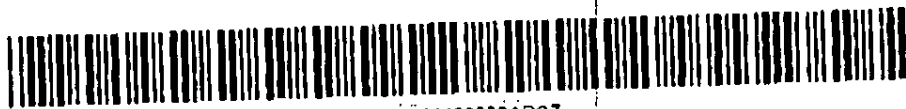


Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : COMITER & SINGER, LLP
Account Number : 120000300085
Phone : (561) 626-4742
Fax Number : (561) 626-4742

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: phabla@comitersinger.com

**REVOCATION OF DISSOLUTION
EUGENE EWAN MORI FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF REVOCATION OF DISSOLUTION

Pursuant to section 617.1404, Florida Statutes, this Florida not for profit corporation revokes its Articles of Dissolution prior to the expiration of 120 days following the effective date (or file date, if no effective date) of the Articles of Dissolution:

FIRST: The name of the corporation is EUGENE EWAN MORI FOUNDATION, INC.

SECOND: The document number of the corporation is N11000006008.

THIRD: The purported effective date (or file date, if no effective date) of the Articles of Dissolution filed with the Florida Department of State is August 20, 2020. The dissolution of this corporation was not authorized, void *ab initio*, and a nullity when it was sent to the Amendment Section of the Division of Corporations on August 25, 2020 and subsequently recorded on August 26, 2020.

FOURTH: The revocation of dissolution was authorized on DECEMBER 18TH 2020

FIFTH: Adoption of revocation of dissolution (check one)

- ☐ The board of directors revoked the dissolution authorized by the members and revocation was permitted by action by the board of directors alone pursuant to that authorization.
- ☐ The members revoked the dissolution and the number of votes cast was sufficient for approval.
- ☐ The members revoked the dissolution by resolution adopted by written consent and executed in accordance with s. 617.0701, Florida Statutes.
- ☐ The corporation has no members or members with voting rights. Revocation of dissolution was adopted by resolution by the board of directors. The number of directors in office was _____ and the vote for the resolution was _____ for an _____ against.
- ☐ The incorporator or majority of the incorporators authorized the dissolution.

None of the above are applicable. The attempted dissolution of this corporation was not authorized pursuant to Florida Law. The attempted dissolution failed to comply with Fla. Stat. § 617.1403(1)(c). The instant revocation of dissolution does, however, comply with Fla. Stat. § 617.1404. Accordingly, the undersigned revokes said dissolution attempt, and requests that this corporation remain active, or in the alternative, be reinstated.

SIXTH: A copy of the Articles of Dissolution is attached as Exhibit 1.

Signature: Eileen Herlihy

Typed or printed name: Eileen Herlihy

Title: Co-Officer

FILING FEE \$35

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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:
EUGENE EWAN MORI FOUNDATION, INC.

SECOND: The document number of the corporation (if known): N11000006008

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:

_____. 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 August 20, 2020

The number of directors in office was 2 and the vote for resolution was 2 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: August 20, 2020

(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: Eugene E. Mori

(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)

Eugene E. Mori

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35

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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: EUGENE EWAN MORI 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:

The name of the individual/entity making the claim; the estimated amount/value of the claim; all facts evidencing the claim including all allegations in support of the claim; the date on which the right to the claim accrued; and the address, telephone number, email, and all other contact information for the name of the individual/entity making the claim and/or on whose behalf the claim is being made.

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

Att: Roland Sanchez-Medina, Jr., Esq.

201 Alhambra Circle, Suite 1205

Coral Gables, FL 33134

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.

Eugene E. Mori, 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

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N11000006008

STATEMENT OF FACT

EUGENE EWAN MORI FOUNDATION, INC.

The undersigned, constituting the sole remaining member of the Board of Directors of the **EUGENE EWAN MORI FOUNDATION, INC.**, a Florida not for profit corporation (the "Company"), files this Statement of Fact to dispute the Articles of Revocation of Dissolution filed with the Division of Corporation of the Florida Department of State on January 4, 2021.

- First:** On August 21, 2020, the Board of Directors of the Company legally and properly removed Eileen Herlihy (the "Removed Director") as a member of the Board of Directors of the Company, and from all officer positions with the Company for, *inter alia*, malfeasance.
- Second:** Subsequently, Eugene Ewan Mori ("Mr. Mori") and Louis John Claps, CPA ("Mr. Claps") constituting all of the then remaining members of the Board of Directors of the Company, filed Articles of Dissolution for the Company on August 25, 2020, with an effective date of August 20, 2020, in accordance with Section 617.1403 of the Florida Statutes. A copy of the Articles of Dissolution is attached hereto as Exhibit A.
- Third:** Mr. Mori passed away on August 30, 2020, leaving Mr. Claps as the sole remaining member of the Board of Directors of the Company.
- Fourth:** On January 4, 2021, the Removed Director -- with no legal authority whatsoever, and listing herself "co-officer", a term which has no legal significance and is an indication of said lack of authority -- improperly and illegally filed Articles of Revocation of Dissolution (the "Revocation") to attempt to reinstate the Company. A copy of the Revocation is attached hereto as Exhibit B. Not only was the Revocation untimely pursuant to Section 607.1404 of the Florida Statutes, the Revocation does not indicate the alleged rationale or authority for the filing of the Revocation because, in fact, there is no rationale or authority for the Revocation.
- Fifth:** Section 617.1404 of the Florida Statutes states that a revocation of dissolution must be authorized in the same manner as the dissolution was authorized unless that authorization permitted revocation by action of the board of directors alone, in which event

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the board of directors may revoke the dissolution without member action.

Sixth: The Removed Director was neither a member of the Board of Directors, nor an officer of the Company when the Revocation was filed. Thus, the Removed Director lacked the authority to authorize the Revocation, as required by Section 617.1404 of the Florida Statutes.

Seventh: The Company has ceased all its affairs, except for those allowed under Section 617.1405 of the Florida Statutes to wind up and liquidate its affairs.

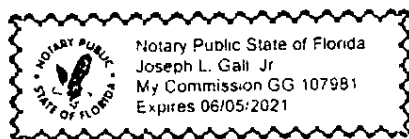
IN WITNESS WHEREOF, the undersigned, constituting the sole remaining member of the Board of Directors of the Company requests that this Statement of Fact be added to the record of the Company as a matter of public notice as of the 9 day of March, 2021.



LOUIS JOHN CLAPS, CPA

STATE OF FLORIDA
COUNTY OF BROWARD ^{JK}
DADE BEACH

The foregoing instrument was acknowledged before me by means of (X) physical presence or () online notarization, this 9 day of March, 2021, by **LOUIS JOHN CLAPS, CPA**, as the sole remaining member of the Board of Directors of the **EUGENE EWAN MORI FOUNDATION, INC.**, a Florida not for profit corporation, who is personally known to me or ✓ have produced FLDL as identification.





Signature of Notary Public
State of Florida

EXHIBIT A

ARTICLES OF DISSOLUTION



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 22, 2020

ROLAND SANCHEZ-MEDINA JR.
201 ALHAMBRA CIRCLE, SUITE 1205
CORAL GABLES, FL 33134-5107

Re: Document Number N11000006008

The Articles of Dissolution dissolving EUGENE EWAN MORI FOUNDATION, INC., a Florida corporation, were filed on August 26, 2020.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Darlene Connell
Regulatory Specialist II Supervisor
Division of Corporations

Letter Number: 420A00018158

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Dissolution - Eugene Ewan Mori Foundation, Inc.

DOCUMENT NUMBER: NI1000006008

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

Please return all correspondence concerning this matter to the following:

Roland Sanchez-Medina, Jr., Esq.

(Name of Contact Person)

SMGQ Law

(Firm/Company)

201 Alhambra Circle, Suite 1205

(Address)

Coral Gables, FL 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

Roland Sanchez-Medina, Jr., Esq.

at (305) 377-1000

(Name of Contact Person)

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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:
EUGENE EWAN MORI FOUNDATION, INC.

SECOND: The document number of the corporation (if known): NE11000006008

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:

_____. 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 August 20, 2020

The number of directors in office was 2 and the vote for resolution was 2 for and 0 against. (Must be a majority vote)

FOURTH: Effective date of dissolution, if applicable: August 20, 2020
(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: Eugen
(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)

Eugene E. Mori

(Typed or printed name of person signing)

President

(Title of person signing)

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: EUGENE EWAN MORI 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:

The name of the individual/entity making the claim; the estimated amount/value of the claim; all facts evidencing the claim including all allegations in support of the claim; the date on which the right to the claim accrued; and the address, telephone number, email, and all other contact information for the name of the individual/entity making the claim and/or on whose behalf the claim is being made.

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

Attn: Roland Sanchez-Medina, Jr., Esq.

201 Alhambra Circle, Suite 1205

Coral Gables, FL 33134

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.

Eugene E. Mori, President

Printed Name of the Person Filing


Signature of the Person Filing

EXHIBIT B

ARTICLES OF REVOCATION OF DISSOLUTION

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ARTICLES OF REVOCATION OF DISSOLUTION

Pursuant to section 617.1404, Florida Statutes, this Florida not for profit corporation revokes its Articles of Dissolution prior to the expiration of 120 days following the effective date (or file date, if no effective date) of the Articles of Dissolution:

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SECOND: The document number of the corporation is N11000006008.

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FOURTH: The revocation of dissolution was authorized on DECEMBER 18TH 2020

FIFTH: Adoption of revocation of dissolution (check one)

- ☐ The board of directors revoked the dissolution authorized by the members and revocation was permitted by action by the board of directors alone pursuant to that authorization.
- ☐ The members revoked the dissolution and the number of votes cast was sufficient for approval.
- ☐ The members revoked the dissolution by resolution adopted by written consent and executed in accordance with s. 617.0701, Florida Statutes.
- ☐ The corporation has no members or members with voting rights. Revocation of dissolution was adopted by resolution by the board of directors. The number of directors in office was _____ and the vote for the resolution was _____ for an _____ against _____.
- ☐ The incorporator or majority of the incorporators authorized the dissolution.

None of the above are applicable. The attempted dissolution of this corporation was not authorized pursuant to Florida Law. The attempted dissolution failed to comply with Fla. Stat. § 617.1403(1)(c). The instant revocation of dissolution does, however, comply with Fla. Stat. § 617.1404. Accordingly, the undersigned revokes said dissolution attempt, and requests that this corporation remain active, or in the alternative, be reinstated.

SIXTH: A copy of the Articles of Dissolution is attached as Exhibit 1.

Signature: Eileen Herlihy

Typed or printed name: Eileen Herlihy

Title: Co-Officer

FILING FEE \$35

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