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6/27/2019 Division of Corporations
N11000007810

Florida Department of State
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Account Number : I20050000159
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE PUBLIC GUARDIANSHIP PROGRAM OF INDIAN RIVER
COUN**

Certificate of Status	1
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State of Florida

Department of State

I certify from the records of this office that THE PUBLIC GUARDIANSHIP PROGRAM OF INDIAN RIVER COUNTY, INC. is a corporation organized under the laws of the State of Florida, filed on August 16, 2011.

The document number of this corporation is NI1000007810.

I further certify that said corporation has paid all fees due this office through December 31, 2019, that its most recent annual report/uniform business report was filed on January 28, 2019, and that its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twenty-fifth day of June, 2019*



Randy Be
Secretary of State

Tracking Number: 6529972426CU

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CERTIFICATE OF COMPLIANCE
OF
THE PUBLIC GUARDIANSHIP PROGRAM OF
INDIAN RIVER COUNTY, INC.

THIS CERTIFICATE OF COMPLIANCE is executed on the date set forth below by The Public Guardianship Program of Indian River County, Inc., a Florida not-for-profit corporation, whose address is c/o Rossway Swan Tierney Barry Lacey & Oliver, P.L., Attn: Michael Swan, Esq., 2101 Indian River Blvd, Suite 200, Vero Beach, Florida 32960 (hereinafter referred to as the "Company").

WITNESSETH:

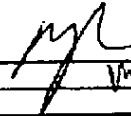
WHEREAS, §817.1406(4), *Florida Statutes*, requires a copy the Company's Plan of Distribution to be filed with the Department of State for the State of Florida along with a certificate of authentication and compliance with §817.1406(1) or (2), *Florida Statutes*, as applicable;

NOW THEREFORE, pursuant to and in accordance with §817.1406(4), *Florida Statutes*, the undersigned duly appointed officer of the Company does hereby certify and declare as follows:

1. The Plan of Distribution approved by the Company is attached hereto as Exhibit "A" (the "Plan of Distribution") and is hereby authenticated as a true and complete copy thereof.
2. The Company has no members and the Plan of Distribution has been duly approved and adopted by the unanimous written consent of the Board of Directors of the Company in compliance with §817.1406(2), *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed as of the date set forth below.

THE PUBLIC GUARDIANSHIP PROGRAM OF
INDIAN RIVER COUNTY, INC.,
a Florida not-for-profit corporation

By: 
Name: Michael J. Swan
Title: President
Dated: 6.24.2019

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**PLAN OF DISTRIBUTION
OF
THE PUBLIC GUARDIANSHIP PROGRAM OF
INDIAN RIVER COUNTY, INC.**

This Plan of Distribution (the "Plan") is intended to accomplish the complete dissolution and winding up of THE PUBLIC GUARDIANSHIP PROGRAM OF INDIAN RIVER COUNTY, INC., a Florida not-for-profit corporation (the "Company"), in accordance with the Florida Not for Profit Corporation Act (the "Act") and the Company's Articles of Incorporation.

1. **Adoption of Plan.** Having no members, the Board of Directors of the Company (the "Board") has adopted this Plan, subject to the transfer of all active guardianship cases to Senior Resource Association, Inc., a Florida not-for-profit corporation ("SRA"), and in accordance with §617.1406 of the Act. This Plan constitutes the duly adopted Plan of the Company for the distribution of the assets upon the Company's dissolution and such Plan shall be authenticated by an officer of the Company and filed with the Department of State for the State of Florida with a certificate of compliance as to §617.1406(2) of the Act.

2. **Articles of Dissolution and Effective Date.** Not later than December 31, 2019, and conditioned upon the transfer of all active guardianship cases to SRA, the Company shall file with the Secretary of State of the State of Florida Articles of Dissolution (the "Articles of Dissolution") in accordance with the Act. The Plan shall be effective as of the effective date set forth in the Articles of Dissolution filed with the Secretary of State of the State of Florida (the "Effective Date"); provided such date shall be not later than December 31, 2019.

3. **Cessation of Business Activities.** After the Effective Date, the Company shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind up its business affairs and distribute its assets in accordance with this Plan.

4. **Continuing Employees and Consultants.** For the purpose of effecting the dissolution of the Company, the Company shall hire or retain, at the discretion of the Board, such employees, consultants and advisors as the Board deems necessary or desirable to supervise or facilitate the dissolution.

5. **Dissolution Process.** From and after the Effective Date, the Company shall proceed, in a timely manner, to liquidate the Company in accordance with the procedures set forth in §617.1406 of the Act. In this respect, the Company shall follow the procedures set forth below and in conformity therewith:

(a) Shall give notice of dissolution by certified or registered mail, return receipt requested, to each known creditor and to each person that has a claim against the corporation, including claims that are conditional, unmatured, or contingent upon the occurrence or nonoccurrence of future events;

(b) The directors of the corporation and any successors shall continue to act as a board of directors in accordance with the articles and regulations until the affairs of the corporation are completely wound up. Each of the officers of the corporation are authorized and directed, and shall proceed as speedily as is practicable, to liquidate any remaining assets of the corporation and

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complete winding up of the affairs of the corporation, liquidating any assets of the Company and providing for the payment and discharge of all liabilities and obligations and distributing any remaining assets in accordance herewith, and, for that purpose, each officer of corporation may exercise all the authority of the corporation;

(c) All liabilities and obligations of the Company shall be paid and discharged or adequate provisions shall be made therefor;

(d) All assets held by the Company upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(e) All 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 by reason of the dissolution, shall be transferred or conveyed to SRA as a domestic corporation engaged in activities substantially similar to those of the Company, or to the extent SRA declines such assets to one or more other domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Company; and

(f) All other assets, if any, shall be distributed exclusively to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Company and organized and operated exclusively for the charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Company is then located, exclusively for such purposes or to such organizations as such court shall determine, which are organized and operated exclusively for such purposes.

6. Conduct of the Company Following Approval of the Plan. Under Florida law, dissolution is effective upon the filing of Articles of Dissolution with the Secretary of State of the State of Florida or such future effective date as may be set forth in the Articles of Dissolution. The powers of the directors and officers of the Company shall continue after the Effective Date in order to allow such director and officers to take the necessary steps to wind-up the affairs of the corporation.

7. Consent to Sale of Assets, Satisfaction of Debts & Distributions. Approval of this Plan shall constitute the approval of (i) the sale, exchange or other disposition in liquidation of all of the remaining property and assets of the Company after the Effective Date, whether such sale, exchange or other disposition occurs in one transaction or a series of transactions; (ii) the provision and payment of any and all claims owing by the Company, whether matured, conditional, unmatured, or contingent upon the occurrence or nonoccurrence of future events; and (iii) thereafter the distribution of any and all remaining assets of the Company in accordance with the requirements set forth in Section 5 hereof.

8. Expenses of Dissolution. In connection with and for the purposes of implementing and assuring completion of this Plan, the Company may pay any brokerage, agency, professional and

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other fees and expenses of persons rendering services to the Company in connection with the collection, sale, exchange or other disposition of the Company's property and assets and the implementation of this Plan.

9. Modification or Abandonment of the Plan. Notwithstanding authorization or consent to this Plan and the transactions contemplated hereby by the Board, the Board may modify, amend or abandon this Plan and the transactions contemplated hereby to the extent permitted by the Act.

10. Authorization. The Board is hereby authorized to do and perform or cause the officers of the Company, subject to approval of the Board, to do and perform, any and all further acts, and to make, execute, deliver or adopt any and all further agreements, resolutions, conveyances, certificates and other documents of every kind which are deemed necessary, appropriate or desirable, in the absolute discretion of the Board, to implement this Plan and the transaction contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.

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