

g 7/28/2022



p. 321.327.5580 | f. 321.327.5655
730 E. Strawbridge Avenue, Suite 209
Melbourne, FL 32901
whitebirdlaw.com

July 6, 2022

Via CMRRR 7020 2450 0001 9935 3169

Division of Corporations
Attn: Clarethia Golden
P.O. Box 6327
Tallahassee, FL 32314

Re: Restated Articles of Incorporation of Chosa Courtenay Animal Hospital, P.A.

Dear Ms. Golden:

Enclosed for re-filing please find revised Articles of Dissolution of Friends for Animal Sanctuary, Inc. (Ref No. N11000008667). This was previously submitted for filing and returned for correction pursuant to the enclosed letter from your office dated June 27, 2022. The filing fee of \$35.00 was submitted with the original filing.

Please do not hesitate to contact me at 321-327-5580 if you have any questions regarding the enclosed.

Very truly yours,

Larissa K. Smirnoff

Larissa K. Smirnoff
Paralegal



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 27, 2022

WHITEBIRD ATTORNEYS AT LAW
ATTN: LARISSA K SMIRNOFF
730 E STRAWBRIDGE AVENUE, SUITE 209
MELBOURNE, FL 32901

SUBJECT: FRIENDS FOR ANIMALS SANCTUARY, INC.
Ref. Number: N11000008667

We have received your document for FRIENDS FOR ANIMALS SANCTUARY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

In the Plan of Distribution, please remove any reference to DBA; also please state if it has members or no members entitle to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 622A00014475

ARTICLES OF DISSOLUTION

2022 JUL 20 PM 2:53

OF

FRIENDS FOR ANIMALS SANCTUARY, INC.

FRIENDS FOR ANIMALS SANCTUARY, INC., a Florida not for profit corporation, hereby submits these Articles of Dissolution to the Florida Department of State.

ARTICLE I

The name of this not for profit corporation is Friends for Animals Sanctuary, Inc.

ARTICLE II

The Articles of Incorporation of Friends for Animals Sanctuary, Inc. were filed on September 13, 2011 and assigned document number N11000008667.

ARTICLE III

The dissolution of Friends for Animals Sanctuary, Inc. was unanimously approved by all four (4) members of the corporation's board of directors at a special meeting held on August 8, 2021. The corporation has no members.

ARTICLE IV

The effective date of the dissolution of Friends for Animals Sanctuary, Inc. is upon the filing of these Articles of Dissolution with the Florida Secretary of State.

ARTICLE V

The dissolution of Friends for Animals Sanctuary, Inc. was authorized by the unanimous vote of its board of directors at a special meeting held on August 8, 2021 in accordance with Section 617.1402, *Florida Statutes*.

ARTICLE VI

All debts, obligations and liabilities of Friends for Animals Sanctuary, Inc. have been paid or discharged or adequate provision has been made therefor pursuant to Sections 617.1407 and 617.1408, *Florida Statutes*.

ARTICLE VII

After the payment of all debts, obligations and liabilities of Friends for Animals Sanctuary, Inc., any remaining property or assets will be distributed in accordance with the Plan of Distribution attached hereto as **Exhibit A**.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned, constituting all of the directors of Friends for Animals Sanctuary, Inc., have executed these Articles of Dissolution as of the dates set forth below.

DIRECTORS:

DocuSigned by:
By: Annette Schweiger
91073A15A03F4B7
Name: Annette Schweiger
Date: 4/21/2022

DocuSigned by:
By: Rebecca Stone
60B36CF782E4BE
Name: Rebecca Stone
Date: 4/21/2022

DocuSigned by:
By: Donald Jennings
80B6007AF1784FB
Name: Donald Jennings
Date: 4/21/2022

DocuSigned by:
By: Kathy Curtis
60B6CAB016C480
Name: Kathy Curtis
Date: 4/21/2022

EXHIBIT A

Plan of Distribution

See attached.

PLAN OF DISTRIBUTION **OF** **FRIENDS FOR ANIMALS SANCTUARY, INC.**

This Plan of Distribution (this "**Plan**"), dated as of April 21, 2022 (the "**Plan Date**"), is intended to accomplish the distribution and winding up of Friends for Animals Sanctuary, Inc., a Florida not for profit corporation (the "**Corporation**"), in accordance with the Chapter 617, Florida Statutes.

1. **Approval and Adoption of Plan.** The Corporation has no members. The directors of the Corporation (the "**Directors**") at a special meeting held on August 8, 2021 voted unanimously to approve that the Corporation be dissolved and its assets distributed in accordance with this Plan.

2. **General Authorization.** The Directors are authorized, as of the Plan Date, to do and perform or cause the officers of the Corporation (the "**Officers**"), subject to approval of the Directors, to do and perform any and all acts, and to make, execute, deliver, or adopt any and all agreements, resolutions, conveyances, certificates, and other documents of every kind that are deemed necessary, appropriate, or desirable, in the absolute discretion of the Directors, to implement the winding up of the business and affairs of the Corporation according to this Plan, including, but not limited to:

- a. Collecting all assets.
- b. Selling any, all, or substantially all of the assets of the Corporation.
- c. Paying all expenses incurred in connection with the implementation of this Plan including, but not limited to, any consulting, professional, and other fees and expenses of persons or entities providing services to the Corporation.
- d. Satisfying, settling, or rejecting all liabilities, debts, or obligations of the Corporation, whether by payment or by making adequate provisions for payments.
- e. Prosecuting and defending actions or proceedings by or against the Corporation.
- f. Distributing assets of the Corporation to the fullest extent permitted by Section 617.1406, Florida Statutes.
- g. Filing all final tax returns or other forms, making final payments, and closing any tax accounts or other obligations required by any state or federal law or regulation to effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing Internal Revenue Service ("**IRS**") Form 990 with the IRS and the articles of dissolution with the Florida Department of State, Division of Corporations ("**DOC**").

3. **Indemnification.** The Corporation shall continue to indemnify its Officers, Directors, and employees in accordance with the Chapter 617, Florida Statutes, the Corporation's articles of incorporation, bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and omissions in connection with the Corporation's dissolution, implementation of this Plan and the winding up of the business and affairs of the Corporation. The Corporation shall obtain a "tail policy" to keep its directors' and officers' liability insurance policy in effect until March 31, 2025.

4. **Filing of Tax Forms.** The Corporation shall file final returns, pay final obligations, and close all tax accounts as listed below. The Corporation shall file:

- a. A final federal income tax return with the IRS not later than the 15th day of the fifth month following the date of dissolution.
- b. Other tax filings, with the IRS, the State of Florida, or any other state in which the Corporation transacts business.

5. **Articles of Dissolution and Effective Date.** On or after the Plan Date, the Corporation shall prepare and file articles of dissolution with the DOC. The Corporation shall be dissolved on the date the articles of dissolution are accepted by the DOC unless the articles of dissolution specify a later effective date (the "**Effective Date**").

6. **Cessation of Business Activities.** The Corporation shall cease carrying on its business after the Effective Date except as necessary to wind up its business and affairs, including retaining such employees and consultants as necessary or desirable to carry out these activities.

7. **Plan of Distribution.**

- a. On and after the Effective Date, the Corporation shall liquidate the Corporation's assets in accordance with the terms of this Plan. This action by and on behalf of the Corporation shall include efforts such as:
 - i. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Director, or an employee.
 - ii. Providing that all liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor.
 - iii. Providing that assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.
 - iv. Providing that 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, 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.

- b. In accordance with Sections 7(a)(ii) and 7(a)(iv) above, on or about March 15, 2022, the Corporation distributed a portion of its remaining cash and securities in various amounts to the following organizations (the "Designated Organizations") upon presentation of proper documentation by each such organization confirming its status as an exempt organization recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended:
 - i. Paws, Hooves and Halo's Inc., a Florida not for profit corporation;
 - ii. Brevard County Sheriff's Office Pet Posse, Inc., a Florida not for profit corporation ("BCSOC");
 - iii. RSL Haven, Inc., a Florida not for profit corporation;
 - iv. S.P.C.A. of North Brevard, Inc., a Florida not for profit corporation; and
 - v. Touch of Grey Rescue, Inc., a Florida not for profit corporation.
- c. After compliance with Section 7(a)(ii) above, the Corporation may distribute its remaining cash, if any, to BCSOC provided that BCSOC provides the Corporation with a signed contract from a licensed contractor by September 30, 2022, to construct a barn on the property located at 2704 Parish Road, Cocoa, Florida for use as an animal sanctuary for BCSOC's Pet Posse Program.
- d. Should the condition of the distribution to BCSOC described in Section 7(c) above not be satisfied on or before September 30, 2022, the Corporation shall distribute its remaining cash in equal shares to the Designated Organizations or such other organizations as the Corporation's board of directors deems proper, in each case upon presentation of proper documentation by each such organization confirming its status as an exempt organization recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- e. Subject to the foregoing, the Corporation has discretion in determining the manner and timing in which the distributions are to be completed. Distributions pursuant to this Plan may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines.

[signature page to follow]

IN WITNESS WHEREOF, the Corporation has approved dissolution and adopted this Plan by the following signature(s) as of the Plan Date.

DIRECTORS:

DocuSigned by:
By: Annette Schweiger
91073A15403F4B7...
Name: Annette Schweiger

DocuSigned by:
By: Rebecca Stone
60B386CF237E49E...
Name: Rebecca Stone

DocuSigned by:
By: Donald Jennings
89B7007AF1704FB...
Name: Donald Jennings

DocuSigned by:
By: Kathy Curtis
0008CA80183C780...
Name: Kathy Curtis