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Division of Corporations

Florida Department of State
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To:

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Fax Number : (850)617-6380

From:

Account Name : CLARK, PARTINGTON, HART, LARRY, BOND, STACKHOUSE
Account Number : 071201002016
Phone : (850) 434-9200
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DISSOLUTION OR WITHDRAWAL
STUDER FOUNDATION, INC

Certificate of Status	0
Certified Copy	1
Page Count	07
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ARTICLES OF DISSOLUTION
OF
STUDER FOUNDATION, INC.

STUDER FOUNDATION, INC., a Florida corporation not for profit under the provisions of Chapter 617, *Florida Statutes* (the "*Corporation*"), hereby files these Articles of Dissolution evidencing the Corporation's dissolution and discontinuation of business, and sets forth the following pursuant to the provisions of Section 617.1403, *Florida Statutes*:

1. The name of the corporation is STUDER FOUNDATION, INC.
2. The Corporation was formed effective on December 28, 2011, and was assigned document number N11000011832.
3. The Corporation has no separate members with voting rights other than the members of the Board of Trustees.
4. On August 30, 2024, the four (4) members of the Board of Trustees of the Corporation unanimously adopted resolutions to dissolve the Corporation.
5. The Dissolution of the Corporation is effective upon the filing of these Articles of Dissolution with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Trustees of the Corporation has executed these Articles of Dissolution on the date set forth below.

STUDER FOUNDATION, INC.

By: 

QUANTON D. STUDER, Chairman of the Board
of Trustees

Date: 12/11, 2024

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[Notice of Dissolution and Plan of Distribution of Assets follow]

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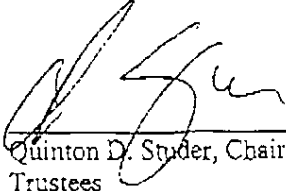
**NOTICE OF DISSOLUTION
OF
STUDER FOUNDATION, INC.**

This notice of dissolution is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in Section 617.1407, *Florida Statutes*.

1. The name of the Corporation is STUDER FOUNDATION, INC. (the "Corporation").
2. The date of dissolution of the Corporation will be the date the Articles of Dissolution are filed with the Florida Department of State.
3. Any claim made against the Corporation must include (1) the name of the claimant, (2) the amount owed to the claimant, (3) an explanation of the basis of the claim or debt owed, and (4) an invoice or copy of an invoice, if previously submitted.
4. The mailing address where claims can be sent is as follows:

350 West Cedar Street
Suite 300
Pensacola, Florida 32502
Attn: Quinton D. Studer

Any claim against the Corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.


Quinton D. Studer, Chairman of the Board of
Trustees

Date: 12/1

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AUTHENTICATION AND CERTIFICATION

The undersigned Quinton D. Studer, Chairman of the Board of Trustees of **STUDER FOUNDATION, INC.**, a Florida corporation not for profit (the "Corporation"), hereby certifies under penalties of perjury that the Plan of Distribution of Assets of Corporation Not For Profit (Plan of Distribution) attached hereto as Exhibit A is a true and correct copy of the Plan of Distribution adopted by the Board of Trustees of the Corporation in accordance with Section 617.1406, *Florida Statutes*. The undersigned further certifies that the assets of the Corporation shall be distributed in accordance with the attached Plan of Distribution.

STUDER FOUNDATION, INC.By: Quinton D. Studer, Chairman of the Board of
Trustees

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EXHIBIT A**Plan of Distribution of Assets*****PLAN OF DISTRIBUTION OF ASSETS OF CORPORATION NOT FOR PROFIT***

In compliance with Section 617.1406, *Florida Statutes*, the Board of Trustees of STUDER FOUNDATION, INC., a Florida corporation not for profit (the "Corporation"), have adopted and approved this Plan of Distribution of Assets in connection with the dissolution of the Corporation and the filing of Articles of Dissolution with the Department of State of the State of Florida.

- (i) All liabilities and obligations of the Corporation shall be paid and discharged.
- (ii) Consistent with the provisions of Section 617.1406, *Florida Statutes*, the Articles of Incorporation of the Corporation, and Section 507(b)(1)(A) of the Internal Revenue Code of 1986, any and all remaining assets of the Corporation shall be distributed to the following not for profit organization exempt from tax under Section 501(c) of the Code:

Tunnel to Towers Foundation
2361 Hylan Boulevard
Staten Island, New Jersey 10306

- (iii) Following the payments and distributions provided in subsections (i) and (ii) above, there shall be no remaining assets of the Corporation.

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**ACTION TAKEN BY WRITTEN CONSENT
OF THE BOARD OF TRUSTEES
OF
STUDER FOUNDATION, INC.**

Acting by unanimous written consent pursuant to applicable provisions of Florida law, the undersigned, being all of the members of the Board of Trustees of STUDER FOUNDATION, INC., a Florida corporation not for profit (the "*Corporation*"), hereby waive notice of a meeting and consent to and adopt the following resolutions as the action of the Board of Trustees in lieu of a meeting and direct that this written consent be delivered to the Corporation for filing with the minutes of the Corporation.

RESOLVED, as follows:

1. That the Board of Trustees hereby approves the dissolution of the Corporation in accordance with Section 617.1402, *Florida Statutes*.
2. That the Board of Trustees hereby adopts the Plan of Distribution of Assets in the form attached hereto as Exhibit A.
3. That Quinton D. Studer, Chairman of the Board of Trustees, is authorized to (1) execute Articles of Dissolution/Notice of Dissolution on behalf of the Corporation for filing with the Florida Department of State; (2) distribute the assets, if any, of the Corporation, in accordance with Section 617.1406, *Florida Statutes*, and the Articles of Incorporation, and (3) file with the Florida Department of State an Officer's Certificate and Plan of Distribution of Assets confirming compliance with subsection (1) of Section 617.1406, *Florida Statutes*.
4. That Quinton D. Studer is empowered, authorized, and directed to make all arrangements, to do and perform all such acts and things, to execute, file and deliver all documents, instruments and other papers and to take any and all other action as he shall, in his judgment, deem necessary, proper or advisable to carry into effect the purpose and intent of the foregoing resolutions.
5. That any and all actions taken by the officers or members of the Board of Trustees of the Corporation in connection with the dissolution of the Corporation and the distribution of its assets prior to the date hereof are hereby ratified, affirmed and approved in all respects.

[Signature Page Follows]

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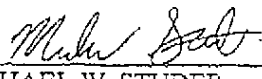
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Trustees of the Corporation hereby consent to the actions described herein effective as of the dates set forth below.

BOARD OF TRUSTEES:


CLINTON D. STUDER
Date: 8/30, 2024


MALLORY M. STUDER
Date: 8/30, 2024


MARY P. STUDER
Date: 8/30, 2024


MICHAEL W. STUDER
Date: 8/30, 2024

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