

# N12104

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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From: Account Name : MACFARLANE FERGUSON & MCMULLEN  
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**DISSOLUTION OR WITHDRAWAL  
DOWNTOWN WEST ASSOCIATION, INC.**

Certificate of Status	0
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*9/26/2022*

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ARTICLES OF DISSOLUTION  
OF  
DOWNTOWN WEST ASSOCIATION, INC.

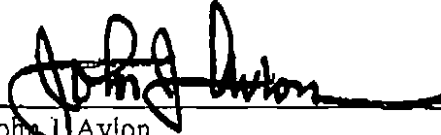
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Pursuant to Section 617.1403, Florida Statutes, Downtown West Association, Inc., a Florida not for profit corporation (the "Corporation"), submits the following articles of dissolution:

- FIRST: The legal name of the Corporation is Downtown West Association, Inc.
- SECOND: The Corporation's Articles of Incorporation were filed on November 14, 1985, and assigned document number N12104.
- THIRD: The Corporation has no members. The resolutions approving the dissolution and adopting the Plan of Dissolution were adopted by unanimous written consent of the Board of Directors of the Corporation on September 23 2022.
- FOURTH: The effective date of dissolution is September 30, 2022.

The undersigned, being the Director, Treasurer and Authorized Representative of the Corporation, has executed these Articles of Dissolution this 23<sup>rd</sup> day of September, 2022.

DOWNTOWN WEST ASSOCIATION, INC.

By:   
 John J. Avlon  
 Director, Treasurer & Authorized Representative

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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 Section 617.1407, Florida statutes.

- 1. Name of Corporation: Downtown West Association, Inc.
- 2. Effective date of dissolution: September 30, 2022
- 3. Description of information that must be included in a claim:
  - (a) Name, address and contact information of claimant.
  - (b) Reasonable description of the claim along with relevant documentation, if any.
  - (c) Amount of the claim.
- 4. Mailing address where claims can be sent:

Downtown West Association, Inc.  
 c/o Ellen M. Macfarlane, Esq.  
 Macfarlane Ferguson & McMullen  
 P.O. Box 1531  
 Tampa, Florida 33601

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.

**DOWNTOWN WEST ASSOCIATION, INC.**

By:   
 John J. Avlon  
 Director, Treasurer & Authorized Representative

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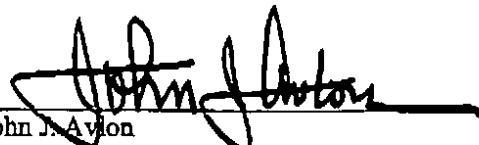
**OFFICER'S CERTIFICATE**

The undersigned, being the Treasurer and Authorized Representative of **DOWNTOWN WEST ASSOCIATION, INC.**, a Florida not for profit corporation (the "Corporation"), hereby certifies that:

1. I am the Treasurer and Authorized Representative of the Corporation and, as such, I am authorized to give this certificate on behalf of the Corporation.

2. Attached hereto as **Exhibit A** is a true, accurate and complete copy of the Plan of Dissolution duly adopted by unanimous written consent of the Board of Directors of the Corporation on September 23, 2022.

**IN WITNESS WHEREOF**, the undersigned has signed this Certificate this 23<sup>rd</sup> day of September, 2022.

  
\_\_\_\_\_  
John J. Avlon  
Treasurer & Authorized Representative

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**PLAN OF DISSOLUTION  
OF  
DOWNTOWN WEST ASSOCIATION, INC.**

This Plan of Dissolution (the "Plan") is hereby adopted by the Board of Directors of Downtown West Association, Inc., a Florida not for profit corporation (the "Corporation"), effective as of September 30, 2022. It is recommended that the Corporation be liquidated in accordance with the Internal Revenue Code of 1986, as amended, and pursuant to the Florida Statutes, as follows:

1. After the filing of the Articles of Dissolution, the Corporation 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.

2. The Directors hereby appoint John J. Avlon to be the Authorized Representative of the Corporation (the "Authorized Representative") and hereby authorize and direct the Authorized Representative to wind up the affairs of the Corporation and take all actions required and to execute all papers or documents necessary to comply with Sections 617.1403 through 617.1407, Florida Statutes, in order to dissolve and liquidate the Corporation.

3. The Authorized Representative shall take the following actions to wind up the business affairs and distribute the assets of the Corporation:

(a) Pay and discharge all liabilities and obligations of the Corporation, or make adequate provisions therefor;

(b) Ensure 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;

(c) Ensure 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;

(d) Ensure other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws provide for distribution to others; and

(e) Distribute all remaining assets of the Corporation in equal shares to the following exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code:

- i. Trustees First Baptist Church, Tampa, Florida, and
- ii. The University of Tampa.

4. The Authorized Representative shall perform such other acts and deeds necessary or desirable to effectuate the Plan or to comply with the Florida Statutes, including the execution of any legal instruments or documents necessary or desirable to effectuate the Plan or to comply with the Florida Statutes.

5. Upon distribution of all of the assets of the Corporation in complete liquidation, the Authorized Representative shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final Form 990-N for the Corporation.

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