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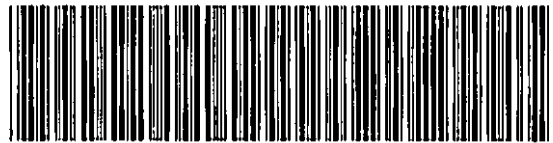
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Plan of Dist.

MAR 26 2019
I ALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 5, 2019

LUCIA PIVA, ESQ.
PHILLIPS, RICHARD & RIND, P.A.
9360 SW 72ND ST - STE. 283
MIAMI, FL 33173

SUBJECT: ORANGE COUNTY SERVICE UNIT, INC
Ref. Number: N15000003823

We have received your document for ORANGE COUNTY SERVICE UNIT, INC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

The fee to file your document is \$35.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 619A00004499

COVER LETTER

TO: Amendment Section
Division of Corporations

RE: Orange County Service Unit, Inc. – Plan of Distribution of Assets

The enclosed **Plan of Distribution of Assets** is submitted for filing. Please return all correspondence concerning this matter to the following.

Lucia Piva, Esq.
Phillips, Richard & Rind, P.A.
9360 SW 72nd Street, Suite 283
Miami, FL 33173
(305) 412-8322

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SECRETARY OF STATE
TALLAHASSEE, FL

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**PLAN OF DISTRIBUTION OF ASSETS OF
THE ORANGE COUNTY SERVICE UNIT, INC.**

This Plan of Distribution (this "**Plan**"), dated as of January 28, 2019 (the "**Plan Date**"), is intended to accomplish the dissolution and winding up of the Orange County Service Unit, Inc., a Florida not-for-profit corporation (the "**Corporation**"), in accordance with Chapter 617, Florida Statutes.

1. Approval and Adoption of Plan. The directors of the Corporation (the "**Directors**") met on January 28, 2019 (the "**Adoption Date**") and at least a majority of the Directors voted to authorize and approve the dissolution of the Corporation and adopted this Plan for winding up and dissolving the Corporation including liquidating and distributing its assets.

2. General Authorization. The Directors are authorized to do and perform or to cause designees, 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 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 affect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing articles of dissolution with the Florida Department of State, Division of Corporations ("**DOC**").

3. Filing of Tax Forms. The Corporation shall file final returns, pay final obligations, and close all tax accounts as required by any state or federal law and/or regulation.

4. Articles of Dissolution and Effective Date. On or after the Adoption Date, the Corporation shall prepare and file articles of dissolution with the DOC in accordance with Florida Statutes. The Corporation shall be dissolved on the date the articles of dissolution are filed with the DOC unless the articles of dissolution specify a later effective date in accordance with Florida Statutes (the "**Effective Date**").

5. 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.

6. Known Claims Notice and Settlement. The Corporation has elected not to incur the costs and obligations that are required to follow the accelerated claims procedures under Section 617.1408, Florida Statutes, for known claims, including contingent, conditional, or unmatured claims. The Corporation will instead follow the default settlement procedures of Section 617.1408, Florida Statutes, including paying, or making provision to pay, in full, all known claims and obligations of the Corporation, including contingent, conditional, or unmatured claims and claims where the identity of the claimant is unknown.

7. No Unknown Claims Notice. The Corporation has elected not to incur the costs and obligations necessary to employ the optional notice procedures under Section 617.1407, Florida Statutes, for unknown claims.

8. Plan of Distribution.

a. The Corporation shall liquidate the Corporation's assets in accordance with the terms of this Plan and applicable Florida Statutes. This action by and on behalf of the Corporation may include efforts such as:

- i. Undertaking all reasonable efforts to collect on assets of the Corporation including, but not limited to, taking such actions necessary to collect any amounts due to the Corporation by a third party.
- ii. Selling any, all, or substantially all of the Corporation's assets; and
- iii. Disposing of any property of the Corporation not to be distributed.

b. On and after the Effective Date, the Corporation shall make adequate provision, by payment or otherwise, for the Corporation's known claims as provided by Section 6 of this Plan.

c. Following the discharge of all liabilities including reimbursement to the Orange County Classroom Teachers Association Local 7448 ("OCCTA") for all expenses incurred in connection with the wind up of the Corporation including, but not limited to, reimbursement of payments made by OCCTA for any consulting, professional, and other fees and expenses of persons or entities providing services to the Corporation, the Corporation shall distribute the remainder of any assets, either in cash or in kind, as follows:

- i. Eighty-eight percent (88%) of the remaining assets shall be distributed to the OCCTA; and
- ii. Twelve percent (12%) of the remaining assets shall be distributed to the Orange Educational Support Professionals Association Local 7449 ("OESPA").

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

Date: January 30, 2019

By [Signature] Chair
Name:

By Ray 2. Mills Vice Chair
Name:

By [Signature]
Name: secretary

By [Signature]
Name: