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Division of Corporations

From: Marshall Franklin

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Division of Corporations
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**DISSOLUTION OR WITHDRAWAL
ONEPULSE FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

**WRITTEN ACTION BY ALL OF THE DIRECTORS OF
ONEPULSE FOUNDATION, INC.
December 20, 2023**

Pursuant to the authority of § 617.1403 of Title XXXVI of the Florida Statutes, the undersigned managers and authorized Directors (the "Directors"), being all of the Directors entitled to vote on the below matters of **ONEPULSE FOUNDATION, INC.**, a Florida Not for Profit Corporation (the "Company"), do hereby affirmatively vote for, consent to, adopt, and approve the following recitals and resolutions by written consent in lieu of meeting:

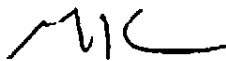
WHEREAS, the Directors of the Company deem it to be in the best interests of the Company to immediately and completely liquidate and dissolve.

NOW, THEREFORE, BE IT RESOLVED, that the Company adopt and approve procedures for its complete liquidation and dissolution, and, in order to do so, it does hereby adopt and approve the Plan of Dissolution and Complete Liquidation, attached hereto as **Exhibit 1**.

FURTHER, RESOLVED, that George Kalogridis, Vice Chair/Director of the Company, is hereby authorized and directed to execute, on behalf of the Company, Articles of Dissolution attached as **Exhibit 2** confirming the resolution set forth above, and to cause such Articles of Dissolution to be filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 20th day of December 2023.

AUTHORIZED DIRECTOR:



George Kalogridis, Vice Chair, Authorized Director

Andrew Snyder, Authorized Director

Cathy Brown-Butler, Authorized Director

Chad Schwarz, Authorized Director

Dale Hipsh, Authorized Director

Hilary Lewis, Authorized Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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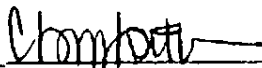
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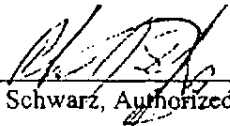
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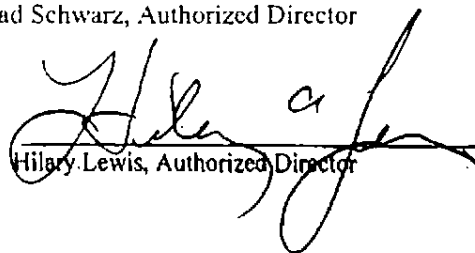
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Patrick O'Donnell, Authorized Director

Sebastien Baillet, Authorized Director

Scott Kenney, Authorized Director

Ward Simmons, Authorized Director

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STATE OF FLORIDA
DEPARTMENT OF REVENUE

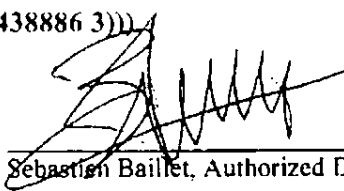
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Patrick O'Donnell, Authorized Director



Sebastian Baillet, Authorized Director

CLAYTON COUNTY
GALLAHUSSEE, FLORIDA

Scott Kenney, Authorized Director

Ward Simmons, Authorized Director

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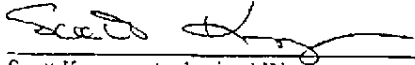
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ALLAHASSEE, FLORIDA

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Scott Kenney, Authorized Director

Ward Simmons, Authorized Director

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Sebastien Baillet, Authorized Director
STATE
TALLAHASSEE, FLORIDA

Scott Kenney, Authorized Director

Ward H. Simmons
Ward Simmons, Authorized Director

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(((H23000438886 3)))

EXHIBIT 1

**PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION
OF
ONEPULSE FOUNDATION, INC.**

(1) ONEPULSE FOUNDATION, INC., a Florida Not for Profit Corporation (“Company”), elects to conclude its affairs, dissolve, and be completely liquidated in accordance with § 617.1403 of Title XXXVI of the Florida Statutes, § 331 of the Internal Revenue Code of 1986, as amended, and this Plan of Dissolution and Complete Liquidation (the “Plan”).

(2) After December 31, 2023, the Company shall not hereafter engage in any business activities, except for the purpose of preserving the value of its assets, concluding its affairs, and distributing its assets in accordance with the Plan.

(3) The remaining directors of the Company are authorized, at their discretion, to sell any or all of the assets and properties of the Company for such consideration and upon such terms and conditions as they may determine.

(4) The Company shall evaluate all claims and shall make distributions, to the extent funds are available, to creditors in the priorities set forth under Florida law.

(5) The remaining Directors of the Company (Mr. George Kalogridis, Ms. Cathy Brown-Butler, or Mr. Andrew Snyder) shall file with the Florida Department of State Articles of Dissolution at such time as they may deem appropriate, but not later than the 31st day of December 2023.

(6) The remaining Directors of the Company are authorized and empowered to execute, deliver and file all instruments, documents, papers, tax returns, and reports, and to do any and all other things, and take any and all other actions, that they may deem necessary or desirable in order to carry out the purposes and intents of this Plan.

(7) The remaining Directors of the Company shall deed the warehouse to Orange County (the “County”) if the County will accept such transfer no later than June 30, 2024. If the County will not accept a deed as noted, the remaining Directors are authorized to conduct a sale of the warehouse under terms as recommended by counsel and distribution of funds as required by statute.

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((H23000438886 3))

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TALLAHASSEE, FLORIDA

EXHIBIT 2
ARTICLES OF DISSOLUTION
OF
ONEPULSE FOUNDATION, INC.

Pursuant to § 617.1403 of Title XXXVI of the Florida Statutes, the undersigned hereby submits for filing these Articles of Dissolution of **ONEPULSE FOUNDATION, INC.**, a Florida Not for Profit Corporation (the "Company").

ARTICLE I

The name of the Company is **ONEPULSE FOUNDATION, INC.**, Document Number N16000006750.

ARTICLE II

The Plan of Dissolution and Complete Liquidation was authorized on the 20th day of December 2023 by written consent of all of the Directors of the Company entitled to vote on the proposed dissolution and is effective as of the 31st day of December 2023.

ARTICLE III

All debts, obligations, and liabilities of the Company shall be resolved pursuant to § 617.1403, Florida Statutes.¹

ARTICLE IV

The Company is insolvent and funds will be insufficient to pay unsecured creditors in full.

ARTICLE V

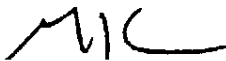
At the time of the filing of these Articles of Dissolution, there are no pending suits or administrative actions against the Company in any court, or adequate provision has been made for the satisfaction of any judgment, order, or decree, which may be entered against the Company in any pending suit.

ARTICLE VI

The number of votes cast in favor of dissolving the Company was sufficient for approving a dissolution of the Company.

Executed this 20th day of December 2023.

AUTHORIZED DIRECTORS:



George Kalogridis, Vice Chair, Authorized Director

¹ To the extent there are any funds recovered from the liquidation of the assets of the Company, creditors shall receive payment according to the priority of such debt; or, if funds are not sufficient to pay all outstanding debts in full, creditors shall receive a *pro rata* distribution according to the priority of such debt.

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