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A-GAP, INC.

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December 15, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

A-GAP, INC.
330 N. U.S. HWY 1
FT. PIERCE, FL 34950

SUBJECT: A-GAP, INC.
REF: N18000001647

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A plan of Distribution of Assets can only be filed if the not for profit corporation has been dissolved. The Plan of distribution can be filed together with the dissolution with a filing fee of \$35.00 for both forms.

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.

Tammi Cline FAX Aud. #: H22000421183
Regulatory Specialist II Supervisor Letter Number: 622A00027908

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EXHIBIT A:
Plan of Distribution of Assets

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PLAN OF DISTRIBUTION OF ASSETS
OF
A-GAP, INC.

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1. As soon as possible following the adoption of a resolution to dissolve, A-GAP, INC. (the "**Corporation**") by action of the Board of Directors of the Corporation, the Corporation will, in accordance with this Plan of Distribution of Assets (the "**Plan**"), cease the active conduct of its business, will wind up its affairs, will pay and discharge or make adequate provisions for payment and discharge of all liabilities and obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims of creditors.

2. This Plan shall be adopted and shall become effective, subject to the conditions provided in this Plan, by action of the Board of Directors of the Corporation. The Directors, and such officers as are authorized by the Directors, of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida as soon as possible.

3. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements. Pursuant to Article VIII of the Corporation's Articles of Incorporation, such assets are to be distributed to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (as described in Section 617.1406(3)(c) of the Florida Statutes).

4. 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 of the Corporation, shall be transferred or conveyed (after payment and discharge or making provision for payment and discharge of the liabilities and obligations of the Corporation), to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation, and qualified as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, as determined by and within the discretion of the Board of Directors of the Corporation. To the extent that there are any assets remaining after payment and discharge or making provision for payment and discharge of the liabilities and obligations of the Corporation, the Board of Directors will donate the remaining assets to Young Men's Christian Association of Greater Charlotte, a North Carolina non-profit corporation.

5. Any assets held by the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws and as specified in this Plan.

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6. The Directors, and such officers as are authorized by the Directors, of the Corporation are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitation, Articles of Dissolution under the laws of the State of Florida and information and income tax returns and the information required by the Internal Revenue Code and applicable Regulations of the Commissioner of the Internal Revenue Service.

7. The Directors, and such officers as are authorized by the Directors, of the Corporation are authorized, empowered and directed to do any and all other things necessary in its name and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan, including, without limitation filing a copy of this Plan of Distribution of Assets as provided under Section 617.1406(4), Florida Statutes. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

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OFFICER'S CERTIFICATE

I, the undersigned, as President of A-GAP, INC., a Florida non-profit corporation (the "Corporation"), hereby certify pursuant to Section 617.1406(4) of the Florida Statutes that: (i) the Corporation has no members entitled to vote on a plan of distribution, and (ii) the Board of Directors of the Corporation duly adopted and approved the Plan of Distribution of Assets attached hereto as Exhibit "A", by written consent of the Directors in lieu of a meeting pursuant to Section 617.0821 of the Florida Statutes, effective December 13, 2022.

Dated this 13 day of Dec, 2022.

A-GAP, INC., a Florida Non-Profit Corporation

By: 

NATALIE GRACE SEXTON, President

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