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From:

Account Name : WHITEBIRD
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**DISSOLUTION OR WITHDRAWAL
COVENANT CHRISTIAN SCHOOL, INC.**

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**ARTICLES OF DISSOLUTION
OF
COVENANT CHRISTIAN SCHOOL, INC.**

COVENANT CHRISTIAN SCHOOL, INC., a Florida not for profit corporation,
hereby submits these Articles of Dissolution to the Florida Department of State.

ARTICLE I

The name of this not for profit corporation is Covenant Christian School, Inc.

ARTICLE II

The Articles of Incorporation of Covenant Christian School, Inc. were filed on
August 9, 2018 and assigned document number N18000008635.

ARTICLE IV

The effective date of the dissolution of Covenant Christian School, Inc. is upon the
filing of these Articles of Dissolution with the Florida Secretary of State.

ARTICLE V

The dissolution of Covenant Christian School, Inc. was unanimously approved by
all five (5) members of the corporation's board of directors at a special meeting held on
August 15th, 2023, in accordance with Section 617.1402, *Florida Statutes*. The corporation
has no members.

ARTICLE VI

All debts, obligations and liabilities of Covenant Christian School, Inc. have been
paid or discharged or adequate provision has been made therefor pursuant to Sections
617.1407 and 617.1408, *Florida Statutes*.

ARTICLE VII

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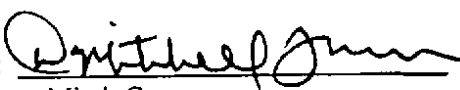
After the payment of all debts, obligations and liabilities of Covenant Christian School, Inc., any remaining property or assets will be distributed in accordance with the Plan of Distribution attached hereto as Exhibit A.

[signature page to follow]

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IN WITNESS WHEREOF, the undersigned, constituting all of the directors of Covenant Christian School, Inc., have executed these Articles of Dissolution as of the dates set forth below.

DIRECTORS:

By: 
Name: Mitch Garner
Date: November 2, 2023

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EXHIBIT A

Plan of Distribution

See attached.

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PLAN OF DISTRIBUTION OF COVENANT CHRISTIAN SCHOOL, INC.

This Plan of Distribution (this "Plan"), dated as of Nov. 2, 2023 (the "Plan Date"), is intended to accomplish the distribution and winding up of Covenant Christian School, Inc., a Florida not for profit corporation (the "Corporation"), in accordance with the Chapter 617, Florida Statutes.

1. **Approval and Adoption of Plan.** The directors of the Corporation (the "Directors") at a special meeting held on August 15th, 2023, voted unanimously to approve that the Corporation be dissolved and its assets distributed in accordance with this Plan.

2. **General Authorization.** The Directors are authorized, as of the Plan Date, to do and perform or cause the officers of the Corporation (the "Officers"), 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 Section 617.1406, 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 effect the winding up of the Corporation's business and affairs and the dissolution of the Corporation, including, but not limited to, filing Internal Revenue Service ("IRS") Form 990 with the IRS and the articles of dissolution with the Florida Department of State, Division of Corporations ("DOC").

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3. **Indemnification.** The Corporation shall continue to indemnify its Officers, Directors, and employees in accordance with the Chapter 617, Florida Statutes, the Corporation's articles of incorporation, bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and omissions in connection with the Corporation's dissolution, implementation of this Plan and the winding up of the business and affairs of the Corporation.

4. **Filing of Tax Forms.** The Corporation shall file final returns, pay final obligations, and close all tax accounts as listed below. The Corporation shall file:

- a. A final federal income tax return with the IRS not later than the 15th day of the fifth month following the date of dissolution.
- b. Other tax filings, with the IRS, the State of Florida, or any other state in which the Corporation transacts business.

5. **Articles of Dissolution and Effective Date.** On or after the Plan Date, the Corporation shall prepare and file articles of dissolution with the DOC. The Corporation shall be dissolved on the date the articles of dissolution are accepted by the DOC unless the articles of dissolution specify a later effective date (the "Effective Date").

6. **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.

7. **Plan of Distribution.**

- a. On and after the Effective Date, the Corporation shall liquidate the Corporation's assets in accordance with the terms of this Plan. This action by and on behalf of the Corporation shall include efforts such as:
 - i. Undertaking all reasonable efforts to collect on assets of the Corporation, including taking such actions necessary to collect any amounts due to the Corporation by a third party, a Director, or an employee.
 - ii. Providing that all liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor.
 - iii. Providing 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.
 - iv. Providing 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.

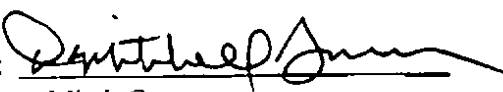
- b. In accordance with Sections 7(a)(ii) and 7(a)(iv) above, the Corporation shall distribute its remaining cash and securities to Covenant Presbyterian Church of Melbourne, Inc., a Florida non-profit corporation, or such other organization(s) as the Corporation's board of directors deems proper, in each case upon presentation of proper documentation by each such organization confirming its status as an exempt organization recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- c. Subject to the foregoing, the Corporation has discretion in determining the manner and timing in which the distributions are to be completed. Distributions pursuant to this Plan may occur at a single time or be undertaken in a series of transactions over time. Unless otherwise provided herein, the distributions may be in cash or in assets or in combination of such. The Corporation has absolute discretion to make such distributions in such amounts and at such time or times as it determines.

[Signature page to follow]

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

DIRECTORS:

By: 
Name: Mitch Garner

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