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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Plan of Dist. of Assets

BROWN 5-10-11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 25, 2011

DEBBIE SHAFFER
710 WESSEX PLACE
ORLANDO, FL 32803

SUBJECT: THE SOUTH ORLANDO ROWING ASSOCIATION, INC.
Ref. Number: N18406

We have received your document for THE SOUTH ORLANDO ROWING ASSOCIATION, 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.

WHEN THE PLAN OF DISTRIBUTION OF ASSETS IS FILED SEPARATE FROM THE ARTICLES OF DISSOLUTION, A FILING FEE OF \$35.00 IS REQUIRED.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 311A00009959

Plan of Distribution of Assets

PLAN OF DISSOLUTION OF SOUTH ORLANDO ROWING ASSOCIATION, INC.

WHEREAS the Board of Directors of the SOUTH ORLANDO ROWING ASSOCIATION, INC., (the Corporation) by a majority vote of the Directors of the Corporation then in office and entitled to vote, adopted a RESOLUTION OF DISSOLUTION of the Corporation at a duly and properly called meeting of the Board of Directors on April 11, 2011 and

WHEREAS the Corporation has no members entitled to vote on a plan of distribution, the Plan of Dissolution of the Corporation is as follows:

- (1) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions be made therefore;
- (2) 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;
- (3) 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, shall be transferred or conveyed to Boone Braves Rowing Club, Inc. ("Boone Braves"), a Florida nonprofit corporation upon the attainment of Boone Braves as an organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code or to one or more domestic or foreign corporations, trusts, societies, or organizations which are themselves exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code, as determined by a majority vote of the Directors of the Corporation then in office and entitled to vote and which organizations are engaged in activities substantially similar to those of the Corporation, or if no such organization is selected by such Board of Directors to the federal, state, or local government for exclusive public purpose.
- (4) Other assets, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation of the Corporation, as amended, or the bylaws of the Corporation determine the distributive rights of members, or any class or classes of members, or provide for distribution to others.
- (5) The distribution of any remaining assets to such other persons or organizations, whether for-profit or not-for-profit, as specified and approved by a majority vote of the Directors of the Corporation then in office and entitled to vote.
- (6) The Corporation shall take all necessary actions to comply with the provisions of Florida Statute 617.1408 (9) or subsection (10) so as to ensure that the directors of the Corporation are not personally liable to claimants of the Corporation during or subsequent to the dissolution of the corporation.
- (7) A copy of this plan of distribution of assets, authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the

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2011 MAY -8 AM 8:48
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TALLAHASSEE, FLORIDA

requirements of Florida statute section 617.1406(2) shall be filed with the Florida Department of State.

Adopted by Resolution of the Board of Directors of The South Orlando Rowing Association, Inc. on April 11, 2011.

Certified and authenticated to as a correct and exact recitation of the Plan of Dissolution of the Corporation as duly and legally adopted by its Board of Directors on April 11, 2011 in compliance with Florida Statute 617.1406(2).

Debra A Shaffer (signature)

Secretary

Debra A Shaffer
(print name)

April 13, 2011
Date