

N19000001685

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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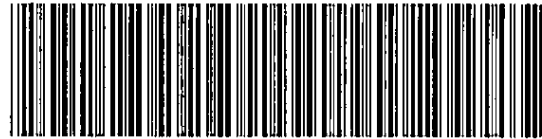
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 AUG 19 PM 2:30

Dissolution

AUG 27 2019

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SMILE TRUST INC

DOCUMENT NUMBER: N190000001685

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ANNA-BO EMMANUEL, ESQ.

(Name of Contact Person)

LEGAL SERVICES OF GREATER MIAMI, INC.

(Firm/Company)

4343 WEST FLAGLER STREET, SUITE 100

(Address)

MIAMI, FL 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

ANNA-BO EMMANUEL

(Name of Contact Person)

at (305)

(Area Code)

438-2441

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:

SMILE TRUST INC

SECOND: The document number of the corporation (if known): N190000001685

THIRD: The file date of the articles of incorporation: FEB. 11, 2019

FOURTH: The corporation has not commenced to conduct its affairs.

FIFTH: No debts of the corporation remains unpaid.

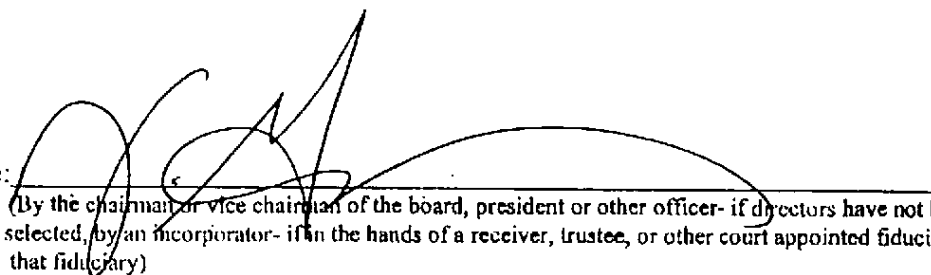
SIXTH: Adoption of Dissolution (CHECK ONE)

(Note: Cannot be authorized by an incorporator if the corporation has directors)

☒ The dissolution was authorized by a majority of the directors:
OR

☐ The dissolution was authorized by an incorporator.

☐ The dissolution was authorized by a majority of the incorporators.

Signature: 

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

VALENCIA GUNDER

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35

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19 AUG 19 PM 2:30

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DIVISION OF CORPORATIONS

EXECUTION VERSION

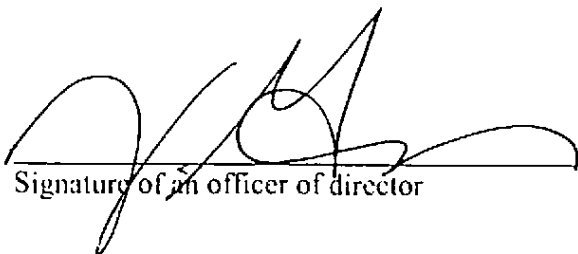
AFFIDAVIT

OF

SMILE TRUST INC
(the "Corporation")

AUTHORIZING THE IMMEDIATE ASSUMPTION OR USE OF NAME BY ANOTHER CORPORATION

1. The corporation making this affidavit, Smile Trust Inc, is a Florida not for profit corporation (the "Corporation").
2. The Corporations Articles of Incorporation were filed on the 11th day of February, 2019 and state that the effective date of the corporation shall be the 10th day of February, 2019.
3. The Corporation's Florida Document number is N19000001685.
4. On June 11, 2019, the board of directors of the Corporation (the "Board") resolved to dissolve the Corporation.
5. Also on June 11, 2019, the Board resolved, and the President of, and on behalf of, the Corporation hereby confirms that, following the dissolution of the Corporation, the corporation Make The Homeless Smile Miami, Inc (Florida Document number: N15000000829) shall be authorized to immediately use the name "Smile Trust Inc".
6. On June 18, 2019, the President of the Company executed and filed Articles of Dissolution pursuant section 617.1401 (3) of the Florida Statutes.
7. The Corporation makes this affidavit pursuant to the requirements of section 617.1405 (4) of the Florida Statutes.



Signature of an officer of director

President

Valencia Gunder

CORPORATE RESOLUTIONS

OF

SMILE TRUST INC
(the "Corporation")

*Authorizing the Voluntary Dissolution of the Corporation Prior to the Corporation Conducting its
Affairs*

The undersigned, President of Smile Trust Inc, a Florida not for profit corporation (the "Corporation"), hereby certifies that:

In accordance with the Corporation's Articles of Incorporation and By-Laws, the following resolutions were adopted by a majority of the board of directors (the "Board") at a duly held Board meeting on the 11th day of June, 2019, and the same have not been revoked, cancelled, annulled, or amended in any manner and are in full force and effect on the date thereof:

WHEREAS, the Corporation's Articles of Incorporation were filed on the 11th day of February, 2019 and state that the effective date of the corporation shall be the 10th day of February, 2019;

WHEREAS, the Corporation is a duly formed, validly existing corporation with active status under the laws of the State of Florida;

WHEREAS, the Corporation does not own assets, has never taken on debt and so no debts of the Corporation remains unpaid, and otherwise the Corporation has not commenced to conduct its affairs;

WHEREAS, the Board deems it advisable, after receiving advice from its attorneys, Legal Services of Greater Miami, Inc. (the "Attorneys") that the Corporation's existence is no longer necessary for the purposes intended by its sole incorporator, and in the best interests of the Corporation, to dissolve the Corporation; and

WHEREAS, the Board has been presented with a proposed Affidavit in which the Corporation grants to the corporation, Make The Homeless Smile Miami Inc., the right to use the corporation name "Smile Trust Inc", following the dissolution of the Corporation, and;

NOW, THEREFORE, BE IT RESOLVED, that the Board be and is hereby directed to dissolve the Corporation as soon as is practicable; and be it further

RESOLVED, that the Board be and is hereby authorized to engage the Corporation's Attorneys to handle the dissolution of the Corporation, such engagement to include without limitation, arranging for the preparation and filing of Articles of Dissolution with the Department of State, to effectuate the dissolution of the Corporation; and be it further

EXECUTION VERSION

RESOLVED, that the President of the Corporation, **Valencia Gunder**, be and is hereby authorized to take such other actions and execute and deliver such other documents or instruments as she may deem necessary to carry out the foregoing resolutions, all of which acts taken, and documents and instruments executed and delivered, as aforesaid to be and constitute the acts and obligations of the Corporation on its own, the Corporation hereby ratifying and confirming the acts of its President as aforesaid, irrespective of whether such acts were performed before or subsequent to the date of the adoption hereof, and directing the officers and employees of the Corporation to perform all of the Corporation's obligations and undertakings on its own behalf under each and all such documents and instruments; and be it further

RESOLVED, that the President, **Valencia Gunder**, be and is hereby authorized to execute the final version of the proposed Affidavit presented to the Board as aforesaid, which permits the corporation Make the Homeless Smile Miami Inc, to use the corporation name "**Smile Trust Inc**", following the dissolution of the Corporation.

The roll being called on the question of adoption of the Resolutions, the vote therein resulted as follows:

Ayes: Melvin Armstrong, Juana Jones, Robert Jones, Miya Brown, Jemiah Stus, Shamel Gunder, and Joycelyn Jones.

Nays: None

Abstentions: None

[Certification to follow]

EXECUTION VERSION

ADOPTED and **APPROVED** by the Board of Directors of Smile Trust Inc, on this 18 day of June, 2019.

SMILE TRUST INC

By 

Print Name: Valencia Gunder

Its: Sole Incorporator and President