

119169

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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03/05/07--01048--025 **35.00

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07 MAR -2 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D-SS
[Signature]

LAW OFFICES
STEWART, MELVIN & FROST, LLP

200 MAIN STREET, SUITE 600
POST OFFICE BOX 3280

GAINESVILLE, GEORGIA 30503

TELEPHONE (770) 536-0101
FAX (770) 532-2171 OR (770) 532-5071
website: www.smf-law.com

March 2, 2007

J. DOUGLAS STEWART
W. WOODROW STEWART
JOHN M. MELVIN
FRANK W. ARMSTRONG
WILLIAM H. BLALOCK, JR.
J. RANDALL FROST
T. TREADWELL SYFAN
STEVEN A. CORNELISON
D. THOMAS LEFEVRE
J.C. HIGHSMITH, JR.

MARK W. ALEXANDER
SCOTT A. BALL
LYDIA J. SARTAIN
JAMES M. COYLE

NANCY L. RICHARDSON
OF COUNSEL

JOE K. TELFORD
(1912-1994)

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Children's World Blood Bank, Inc.

Gentlemen:

Enclosed for filing with your office is the original and one (1) copy of the Articles of Dissolution of the above-referenced entity, pursuant to Section 617.1403 of the Florida Statutes. Also enclosed is the original and one (1) copy of the Plan of Complete Liquidation and Dissolution adopted by that entity and certified by the Secretary of the corporation as required by the Statutes.

Finally enclosed is our firm check in the amount of \$35.00 to cover the required filing fee.

Please send a copy of each document as filed with the filing data stamped thereon to me upon completion of this filing.

If you have any questions or need anything further, please do not hesitate to contact me.

Sincerely,



Steven A. Cornelison

SAC:vnp
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Children's World Blood Bank, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Steven A. Cornelison

(Name of Contact Person)

Stewart, Melvin & Frost, LLP

(Firm/Company)

P. O. Box 3280

(Address)

Gainesville, GA 30503

(City/State and Zip Code)

For further information concerning this matter, please call:

John H. Flynn

(Name of Contact Person)

at (706) 969-2156

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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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

FILED

07 MAR 12 AM 9:14

ARTICLES OF DISSOLUTION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 617.1403, 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:

Children's World Blood Bank, Inc.

SECOND: The document number of the corporation (if known): 4191169

THIRD: Adoption of Dissolution
(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted
December 26, 2006.

(CHECK ONE)

☒ The number of votes cast for dissolution was sufficient for approval.

☐ The resolution was adopted by written consent and executed in accordance with
617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution.

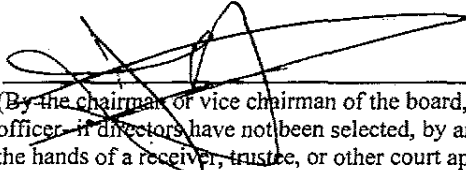
The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was _____.

The number of directors in office was _____ and the vote for resolution was
_____ for and _____ against. (must be a majority vote)

FOURTH: Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

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.)

John H. Flynn

(Typed or printed name of the person signing)

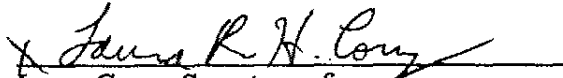
Chairman

(Title of person signing)

FILING FEE: \$35

CERTIFICATE

I, Laura Corry, certify that I am the duly elected and acting Secretary of **Children's World Blood Bank, Inc.**, a Florida Corporation; that the attached Plan of Complete Liquidation and Dissolution of **Children's World Blood Bank, Inc.** was adopted by the Directors of the Corporation on December 26, 2006; and that the same has not been repealed or amended and remains in full force and effect. I further certify that the Corporation has complied with the requirements of subsection (1) of Section 617.1402 of the Florida Statutes; that the board of directors adopted a resolution recommending the attached plan of distribution and submitted said plan of dissolution to the members of the Corporation; that the directors and members of the Corporation adopted said plan of dissolution by consent minutes by all of the directors of the Corporation and by a majority of the members of the Corporation.


Laura Corry, Secretary of
Children's World Blood Bank, Inc.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF CHILDREN'S WORLD BLOOD BANK, INC.

This Plan of Complete Liquidation and Dissolution ("the Plan") is for the purpose of effecting the complete liquidation and dissolution of CHILDREN'S WORLD BLOOD BANK, INC., in accordance with the Florida Nonprofit Corporation Code, pursuant to the following steps:

1.

The Plan becomes effective upon its adoption by the Board of Directors of the Corporation and approval of a majority of the members of the Corporation.

2.

The Officers of the Corporation are authorized to file with the Department of State of Florida the Articles of Dissolution of the Corporation in accordance with Florida law.

3.

Upon filing of the Articles of Dissolution with the Department of State, the Corporation shall not engage in any business activities, except that appropriate to wind up and liquidate its business and affairs, including: (i) collecting its assets; (ii) disposing of its properties that will not be distributed in kind in accordance with this Plan; (iii) discharging or making provision for discharging its liabilities; (iv) distributing the remaining property as directed under the articles of incorporation, the bylaws, or prior action of the corporation, or its board of directors and as provided for herein; and (v) doing every other act necessary to wind up and liquidate the business and affairs of the corporation. The directors and officers of the corporation shall continue in office solely for performing these functions.

4.

All assets of the corporation shall be distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision made for payment and discharge.

(b) Any asset held upon a condition requiring return, transfer or conveyance in the event of dissolution of the corporation shall be returned, transferred or conveyed in accordance with those requirements.

(c) Any asset received and held subject to limitation permitting their use only for charitable, educational, eleemosynary, benevolent, educational or similar purposes, but held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to the corporation.

(d) All other assets shall be distributed in accordance with the articles of incorporation and bylaws, i.e., to dispose of all such assets to any organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which qualify at the time as an exempt organization or organizations under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future United States internal revenue law), including to those organizations in the amounts set forth on Exhibit "A" attached hereto.

5.

When all debts, liabilities, and obligations of the Corporation have been paid and discharged, or adequate provision has been made for the debts, liabilities and obligations, and all of the remaining property and assets of the Corporation have been distributed in accordance with Paragraph 4 of this Plan, the directors and officers of the Corporation shall take all proper proceedings in the manner provided by law to dissolve the Corporation; shall execute and file, if required, any final income tax returns of the corporation; and shall execute and file, if required, all other returns, documents and information required to be filed by reason of the complete liquidation of the Corporation.

6.

The directors and officers of the Corporation shall carry out and consummate the Plan and shall have power to adopt all resolutions, execute all documents and file all papers, and take all other actions they deem necessary or desirable for the purpose of effecting dissolution of the Corporation and the complete liquidation of its business, assets and affairs.

Children's World Blood Bank, Inc

Final Disposition of Assets

12/31/2006

Total Assets to be Distributed	\$ 20,886.78
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Stewardship Education Corporation

Address: P. O. Box 710	Cash	\$ 10,000.00
Clermont, GA 30527	Equipment	\$ 4,886.78

Florida Sheriffs Youth Ranches, Inc.

Address: P. O. Box 2000	Cash	\$ 3,000.00
Boys Ranch, FL 32064		

Girls Scouts of Palm Glades Council, Inc.

Address: 1224 West Indiantown Road	Cash	\$ 1,500.00
Jupiter, FL 33458		

Family Central, Inc

Address: 840 S. W. 81st Avenue	Cash	\$ 1,500.00
North Fort Lauderdale, FL 33068-2001		

Balance after Distribution:	\$ -
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4725 East Shelby Drive • Memphis, Tennessee 38118
t. #: 0098821522 Ord. #: S184722801019
To: JOHN H. FLYNN
RHINO CONSULTING LLC
7171 TRADITION COVE LN E
WEST PALM BEACH, FL 33412

Ship To: SEAN D. FLYNN
7168 COPPERFIELD CIRCLE
LAKE WORTH, FL 33467

QTY	ITEM #	DESCRIPTION	UNIT PRICE	EXTENDED PRICE	QTY
1	U RAM 00157272	512MB PC2700 DDR SODIMM F/APPLE Mfg part # STA-PBG4333/512	SIMPLE 119.00	119.00	GL016E
1	U CAS 00494148	17" PROMO NOTEBOOK CARRYING CASE Mfg part # MC-4510-PROMO	MACCASE 39.99	39.99	DM044B
1	M COL 00530591	CREATIVE SUITE 2 PREM MAC-CD Mfg part # 18040290	ADOBE 1119.99	1119.99	DH103E
1	U EDU 00570673	TT PRESENTS: ADOBE CS2 - DESIGN TO DLVR TOTAL T Mfg part # RSTCS2 DVD	121.99	121.99	DL073B
1	M BUS 00399935	OFFICE MAC PRO 2004 Mfg part # Y15-00001	MICROSO 438.99	438.99	DI001B
1	M CPU 00194033	PB 17 1.6GHZ 512MB 100GB SD BT AEX Mfg part # M9689LL/A	APPLE 2585.14	2585.14	FE034B
1	U SRV 00005302	INSTALLATION LABOR Mfg part # U SRV 5302	LABOR 39.99	39.99	XXXXXXXX

Account Executive is MOORE, IVAN, and can be reached at
01622-6255, ext. 4187, or by e-mail: IvanM@pcmall.com

/19/05 MZY7 REPT 07/19/05 0005864630 01 02

H-8 JO

H. FLYNN
RHINO CONSULTING LLC
7171 TRADITION COVE LN E
WEST PALM BEACH, FL 33412

Ship To: SEAN D. FLYNN
7168 COPPERFIELD CIRCLE
LAKE WORTH, FL 33467

ITEM#	DESCRIPTION	UNIT PRICE	EXTENDED PRICE	QTY
PLEASE INSTALL ALL RAM INTO SYSTEM AND TEST THANKS				
1 U COL 00186605	STUDIO MX 2004 W/FLASH MX PRO APPLE BDL MACROME Mfg part # WPD070M010	399.00	399.00	DH036C

our Account Executive is MOORE, IVAN, and can be reached at
(800)622-6255, ext. 4187, or by e-mail: lvauM@pcmail.com

7/19/05 MZY7 REPT 07/19/05 0005864630 01 02

Net Product \$ 4864.09
Shipping \$ 22.69
Total Shipment \$ 4886.78
Amt Charged to AX 4886.78

LAST OF 2 PAGES



SEAN D. FLYNN
(561) 512-4100
7168 COPPERFIELD CIRCLE
LAKE WORTH FL 33467

Order # 072280101

CHILDRENS WORLD BLOOD BANK, INC
PROGRAM ACCOUNT
2870 PHARR CT S SUITE 1410
ATLANTA, GA 30305

2005

64-1284/611

12-13-06

DATE

PAY TO THE
ORDER OF

Sheriff's Youth Ranch

\$ 3,000.00

Three Thousand and 00/100

DOLLARS



Security
Features
Included



United
Community Bank
Cleveland, Georgia

FOR

Final Distribution


⑆061112843⑆2030205825⑆ 2005

CHILDRENS WORLD BLOOD BANK, INC
 PROGRAM ACCOUNT
 2870 PHARR CT S SUITE 1410
 ATLANTA, GA 30305

2008
 64-1284/511

12-14-06 DATE

PAY TO THE ORDER OF Family Central Inc \$ 1,500.⁰⁰/xx
 One Thousand Five Hundred ⁰⁰/₁₀₀ DOLLARS

 United Community Bank
 Cleveland, Georgia

FOR Final Distribution


⑆061112843⑆2030205825⑆ 2008

CHILDRENS WORLD BLOOD BANK, INC
 PROGRAM ACCOUNT
 2870 PHARR CT S SUITE 1410
 ATLANTA, GA 30305

2009
 64-1284/511

12-14-06 DATE

PAY TO THE ORDER OF Girl Scouts of Palm Glades \$ 1,500.⁰⁰/xx
 One Thousand Five Hundred ⁰⁰/₁₀₀ DOLLARS

 United Community Bank
 Cleveland, Georgia

FOR Final Distribution

⑆061112843⑆2030205825⑆ 2009