

N19418

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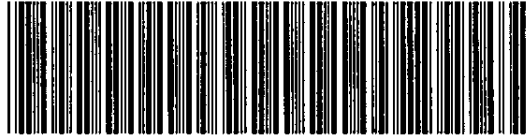
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

C.L.
2-25-15



February 13, 2015

✓ Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Fictitious Name Registration
Division of Corporations
Post Office Box 1300
Tallahassee, FL 32302-1300

RE: Dissolution - Daytona Beach Area Convention and Visitors Bureau, Inc.
Fictitious Name Registration - Daytona Beach Area Convention and Visitors Bureau

Dear Sir/Madam:

Enclosed please find the following documents for action:

Amendment Section:

- 1) Articles of Dissolution of the corporation, Daytona Beach Area Convention and Visitors Bureau, Inc.,
- 2) Check in the amount of \$43.75 representing filing fee and Certificate of Status,
- 3) Copy of Application for Registration of Fictitious Name, Daytona Beach Area Convention and Visitors Bureau, by owner Halifax Area Advertising Authority.

Upon dissolution of the corporation, Daytona Beach Area Convention and Visitors Bureau, Inc., please provide a Certificate of Service through the office of the undersigned.

Fictitious Name Registration:

- 1) Application For Registration of Fictitious Name, Daytona Beach Area Convention and Visitors Bureau, by owner Halifax Area Advertising Authority,
- 2) Check in the amount of \$60.00 representing filing fee and Certificate of Status
- 3) Copy of Articles of Dissolution of the corporation, Daytona Beach Area Convention and Visitors Bureau, Inc.

Upon registration of Daytona Beach Area Convention and Visitors Bureau as a fictitious name to Halifax Area Advertising Authority, please provide a certificate of Status through the office of the undersigned.

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RE: Daytona Beach Area Convention and Visitors Bureau
Dissolution of Inc. / Registration of name as Fictitious Name
February 13, 2015

Should you have any questions regarding the above or the enclosures, please do not hesitate to contact my office. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Charles D. Hargrove", with a long horizontal flourish extending to the right.

CHARLES D. HARGROVE
Deputy County Attorney

CDH/glp

Enclosure(s)

cc: Tom Caradonio, Executive Director, HAAA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Daytona Beach Area Convention and Visitors Bureau, Inc.

DOCUMENT NUMBER: N19418

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

Please return all correspondence concerning this matter to the following:

Daniel D. Eckert, County Attorney

(Name of Contact Person)

County Attorney's Office

(Firm/Company)

123 E. Indiana Avenue, Rm. 301

(Address)

DeLand, FL 32720

(City/State and Zip Code)

For further information concerning this matter, please call:

Daniel D. Eckert, County Attorney

Charles D. Hargrove, Deputy County Attorney at (386) 736-5950

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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) |
|--|---|---|---|

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

ARTICLES OF DISSOLUTION

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:
Daytona Beach Area Convention and Visitors Bureau, Inc.

SECOND: The document number of the corporation (if known): N19418

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☒ The date of meeting of members at which the resolution to dissolve was adopted

September 10, 2013. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 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: October 1, 2014
(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)

Dan Francatelli

(Typed or printed name of person signing)

President/Chair DBACVB Board

(Title of person signing)

Filing Fee: \$35

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: **Daytona Beach Area Convention and Visitors Bureau, Inc.**

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.

Description of information that must be included in a claim:

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DIVISION OF CORPORATIONS
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- 1) Date of Service
- 2) Service rendered/received
- 3) Amount of Claim
- 4) Basis for Claim
- 5) All documentation supporting claim

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Volusia County Attorney's Office

123 W. Indiana Avenue, Rm. 301

DeLand, FL 32720

386/736-5950

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Charles D. Hargrove

Deputy County Attorney

Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
DAYTONA BEACH AREA CONVENTION AND VISITORS BUREAU, INC.**

WHEREAS, the Board of Directors of the Daytona Beach Area Convention and Visitors Bureau, Inc. ("Corporation"), Florida nonprofit corporation, has determined that dissolution of the Corporation would be in the best interests of the Corporation, as a result of the Volusia County Council's decision on August 8, 2013, and directive to the Halifax Area Advertising Authority ("HAAA") Board of Directors to discontinue funding the Corporation forthwith.

NOW THEREFORE, BE IT RESOLVED BY THE, BOARD OF DIRECTORS OF THE CORPORATION IN OPEN MEETING DULY ASSEMBLED ON THIS 10TH DAY OF SEPTEMBER, A. D. 2013, AS FOLLOWS:

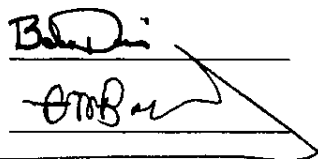
SECTION 1. The Board of Directors has resolved that during the interim period between the Board of Director's decision to dissolve and the actual date of dissolution of the Corporation that the Corporation shall upon the adoption of this Resolution immediately commence winding down its business activities which include but are not limited to the following actions by the Corporation:

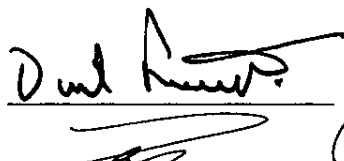
- a. Transferring the Corporation's rights, title, and interests in all real, tangible, and intangible property, and any other assets of the Corporation to HAAA;
- b. Assigning the Corporation's contracts, agreements, sponsorships, and licenses to HAAA;
- c. Granting HAAA the exclusive right use the Corporation's trade and domain names, trademarks, copyrights, logos and other intellectual property in advertisements, marketing materials, displays, publications, and tradeshow registrations and related documents;
- d. Transferring to HAAA the Corporation's administrative and operational functions and activities as deemed appropriate by HAAA;
- e. Conducting an audit/accounting of the Corporation's financial records;
- f. Resolving that the resignation of all directors/officers of the Corporation except the chairman of HAAA is effective as of the date of this Resolution and that such chairman and/or his delegatee shall have the authority to endorse checks and orders for the payment of money, and otherwise engage in financial transactions and business activities of behalf of the CVB to facilitate the dissolution process.
- g. Filing all required corporate state and federal reports; and,
- h. Dissolving the Corporation.

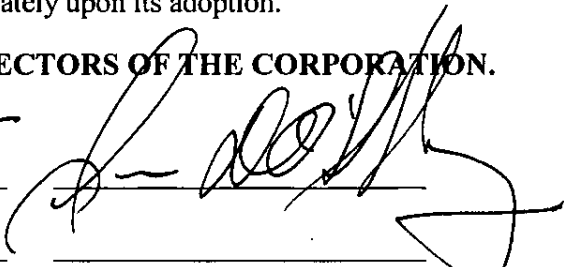
SECTION II: All resolutions and parts of resolutions in conflict herewith are hereby repealed.

SECTION III: This Resolution shall take effect immediately upon its adoption.

DONE AND ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION.







DAYTONA BEACH AREA CONVENTION & VISITORS BUREAU
CVB Second Floor Conference Room
September 10, 2013

SPECIAL MEETING

The minutes reflect a summarized view of the gathering. A complete recording is available upon request.

Board Present:

Jim O'Shaughnessy, Manoj Bhoola, Graham Boucher, Bob Davis and Dan Francati

Board Absent:

None were absent

Guests:

Jeffrey Cassady, Charles Hargrove and John Nicholson

Staff:

Jeff Hentz, Liz Grindell and Sharon Bernhard

1. CALL TO ORDER

Chair Jim O'Shaughnessy called the meeting to order at 3:04PM. Roll call was spoken by those in attendance.

2. APPROVAL OF MINUTES

Chair O'Shaughnessy indicated the need to approve the minutes of the last meeting held June 3, 2013.

Chair O'Shaughnessy went on record to note the minutes of June 3, 2013 reflect an error on the vote count of item #4 CVB Staff Update. He did not vote for that item, he abstained. This was brought to the attention of Connie Fagan after the meeting.

BOB DAVIS MADE A MOTION TO APPROVE THE MINUTES AS PRESENTED. MANOJ BHOOLA SECONDED THE MOTION. ALL WERE IN FAVOR. THE MOTION PASSED 5/0.

3. NEW BUSINESS

A point of order was brought forward by Liz Grindell stating that the CVB has a policy, one of our internal controls that is audited each year, is that we follow our procedures in providing documentation for checks when they are requested for signature. It was brought up at County Council that Manoj Bhoola made the statement that he didn't have back-up to the checks he signed. At this time Bhoola injected that he never made that statement, the County Council stated that he said it but he never did. Grindell would like, to note on the record, that documentation was provided - it was the copies of the documents that were not provided. This is on the record to let the auditors know that both the CVB and Bhoola followed procedure.

County Council Decision: Winding down and dissolution of CVB and resolution regarding the same. Charles Hargrove with the County of Volusia started by filling everyone in on how the dissolution of the CVB came about. On August 8, 2013 the County Council made a decision to direct HAAA not to fund the CVB going forward, as of October 1, 2013 the CVB will no longer have funding and will become insolvent. In order to facilitate the County Council's directive, Hargrove drafted a resolution for the board of

DAYTONA BEACH AREA CONVENTION & VISITORS BUREAU

CVB Second Floor Conference Room

September 10, 2013

SPECIAL MEETING

directors to dissolve the corporation. This dissolution of the corporation does not mean it will happen overnight. In the CVB by-laws, it provides for the CVB going back to Florida Statue Chapter 617 to do the dissolution, at this point the board of directors, per the by-laws, will be protected during the wind down period. The corporation will not be dissolved until all transactions are complete including the audit and any contracts that need to be transferred to HAAA have been done. Any bills that are owed by the CVB will continue to be paid; we don't want to do anything that will cause the CVB to have any problems with creditors or any contract issues. Business will continue - just winding down with no new business and the objective of closing down the operations by filing a Dissolution of Articles of Incorporation, but that won't happen until all loose ends are taken care of. One of the key things we needed to ensure was that the employees were protected, we have gone to the HAAA Board with a leasing company that essentially provides the same or better in terms of health benefits and IRA, it will be seamless for them. The second thing was to make sure that at this stage the decision to dissolve a corporation allows us to continue to transfer over any contracts or agreements. Hargrove opened the floor for any questions.

Bhoola: What are the options? We sign the resolution or what? Is there another option?

Hargrove: You would be bankrupt, at which point you won't be able to make any decisions. Then you put the other directors and yourself in a position of not paying bills - a liability which do not want. This was a non-profit set up under Florida Chapter 617 and this is the only way we see to effectively do things without anyone incurring liability including the corporation and keep paying the bills:

Davis: With the demise of the CVB, the CVB name goes to the HAAA Board to continue that venue until such date as the HAAA Board chooses, probably 4 to 9 months because that is the name that is all over the country. It's going to cost money as Sean Belgrade said at the HAAA Board meeting, to change a name is hundreds of thousands of dollars; you have a \$35,000 exhibit, you have stationary and all new brochures. In winding down, do we need any other paperwork to assign the CVB name to the HAAA Board?

Hargrove: That's what the whole wind down process is for; everything is being done deliberately to make sure that the very things you are concerned about does not happen. It would be suicide to file the Dissolution Articles of Incorporation, because once you do the corporation is dissolved, it would make no sense and it would just compound already what is a difficult process to begin with.

Davis: That was my concern; my concerns were that overnight they would vote on a new name and you're talking hundreds of thousands of dollars that has to come out of leisure guests.

Dan Francati: Bob I don't think that's right, I somewhat disagree with Sean's comments. If you are going to change the sign on the booth you will, it's going to cost you today or tomorrow. You're not going to throw all your stationary away immediately, we will probably want to kick off this off January 1st, and it's a new year and a new brand. I have done this before; you put stickers on some stuff that says "our new name is" which will mitigate some of this.

Davis: That's your option and you are entitled to it. I'm telling you that it's going to cost a whole lot of money when you sit down with pencil and paper.

O'Shaughnessy: Is HAAA prohibited from keeping the CVB name if they wish to?

DAYTONA BEACH AREA CONVENTION & VISITORS BUREAU

CVB Second Floor Conference Room

September 10, 2013

SPECIAL MEETING

Hargrove: No, they can if they want to.

Jeff Hentz: As I read the paperwork, the CVB is going to be retained by HAAA but it's just up to how they are going to use it.

Hargrove: I don't see how you can take the CVB, the CVB name and just can it. If you do that I can see some contractual problems legally that could tie you up with companies that are already doing promotional or business activities with the name. That tells me automatically that it is going to take a while for all those to unravel, you can't just go up there and simply pull the plug; you'll be able to talk with the vendor or promoter and work out agreements. This is like an aircraft carrier, you are not stopping on a dime; you are slowly slowing down the process. You don't want to incur any additional expense, give HAAA the time they need to look at the bigger picture.

O'Shaughnessy: What is it you are asking us to do, specifically?

Hargrove: The resolution I have that the board of directors, they resolve that the corporation will be dissolved sometime in the future and it allows you to continue to operate and wind down the business by doing transactions you are doing now, not new business, but winding them down so we have an opportunity if contracts need to be transferred over to HAAA they can do it in a seamless fashion. The winding down process can take up to and beyond a year, depending upon what the reaction is from the different vendors the CVB has contracts with. Good news, when we initially were faced with this process the most complicated portion was how to deal with leased employees. Having to go out and actually look at company's and compare them, look at each policy - each health care plan and all the different scenarios. Luckily enough we were fortunate to get that ironed out and are convinced that will go quickly and easily.

O'Shaughnessy: I thank you for your concern about the employees that has been my concern. I would like to ask Jeff and Liz: Are you both totally comfortable that the employees are okay and that there has been no negative impact on this transaction from their point of view?

Hentz: That's a good question chair. I have been working with our HAAA Chair and the County because I think there has been some miscommunication out there, either from the media or through council on how abrupt it was. How the CVB is going away and everyone's out of a job. I think we have put together a great piece that truly details what is going on during this process, the employees feel that it's okay, we are still going to be a CVB but eventually it will be a different name. Now when it comes to the process of the payroll, we have to move from one provider to another and this could potentially be a bit rough. Over the last week the County has communicated fully what the process is and the organizations they are considering. They brought them to the HAAA Board and the organization chosen was the runner up to the company we chose. They are highly qualified and bring a lot to the table - even more in cases than we had existing. I feel we are going to be in very good shape with this new provider.

Grindell: I think every effort has been made to make sure there is no disruption of service.

O'Shaughnessy: Wonderful, that's what I've been assured. Bob?

DAYTONA BEACH AREA CONVENTION & VISITORS BUREAU

CVB Second Floor Conference Room

September 10, 2013

SPECIAL MEETING

Davis: Mr. Chair, I'm sure you and Jeff Hentz have been talking about all the procedures and what's going on, but for all of you that were not at the last HAAA board meeting, that was the major concern. Most important was the payroll, that the employees are paid on time and the health benefits be as good or better.

Francati: I've talked to Jim Deneen; paychecks are one thing- if we need to write a check we can do it manually. The health benefits are the major concern, but I talked to the County manager and his commitment is through Charles and his team. Employees, come October 1st, will have a health plan that is equal to what they have currently, we may have to subsidize more because of health care rates going up but that's out of everyone's control. HAAA is committed to looking at what the premiums were, are and should have been, then making adjustments. Also, I have a question about the bank accounts; do we have to do whole new bank accounts?

Hargrove: No, I don't think so. It is a matter of speaking with Bernadette and following the standard accounting procedure when you transfer accounts over from one corporation to another.

Francati: The money in the CVB bank account has to be somehow be wound down or transferred over.

Bhoola: After it's reconciled it's going to have to be transferred.

Hargrove: Yes it has to be reconciled; you are required to do that by law.

O'Shaughnessy: Is James Moore and Bernadette involved?

Grindell: Yes, I have been talking to Bernadette and she has been emailing me and Jeff.

Graham Boucher: First off this seems to be a strange way to do business, I shouldn't have to have learned of the dissolution of the board at a cocktail party, then have to go through past editions of the Daytona Beach News Journal to find out if there was a board or not. Then to be asked on a Monday if I can still come in and sign checks, which I declined because quite frankly I didn't know if I had the ability or authority to do so. Moving forward am I still required to counter sign checks until such time as they are transferred?

Hargrove: No, after today and signing the resolution you will not be required to.

O'Shaughnessy: Questions - comments? So are you instructing us, recommending or guiding us?

Hargrove: I'm not coming here to twist your arm, I am recommending that you adopt the resolution so that we can continue forward for the reasons I mentioned earlier, we can do the wind down and your corporation can close business without problems with payments or liabilities. All you would need is for each of you to sign the resolution.

O'Shaughnessy: If anyone has questions, obviously this is new to all of us.

Hargrove: You just need to sign your name.

DAYTONA BEACH AREA CONVENTION & VISITORS BUREAU

CVB Second Floor Conference Room

September 10, 2013

SPECIAL MEETING

The Resolution of the Board of Directors of the Daytona Beach Area Convention and Visitors Bureau Inc. was signed at this time by all board members present. The original signed document is included with this meeting packet and a copy is on file in the Director of Finance's office.

Bhoola: Going back to our last meeting, the date of employment - the opening date of employment, when we talked about it, I raised some questions and never got the backup. We said annually everybody is supposed to get an evaluation, all new employees are to get a 90 day evaluation and we asked about that. But now that we are winding everything down and opening a new one, is everyone's opening date of hire the same, who can actually ask to see the reviews and see that they are being reviewed?

Hargrove: The new leasing company would take those same records that exist with the CVB and HAAA can go in and tell them for their reviews. It would be the same as in previous years; I don't think it would be wise to have employees start over; the idea is not to harm anyone in the process.

Francati: We could do this a couple of ways, you could have everyone reapply for their job - this makes employees a little nervous but it's been done. In most part everyone gets their job back, but you've gone through the process. We are also working on a matrix of authority for Jeff to figure out what he can and cannot do and what spending limits he will have, with and without HAAA Board approval.

O'Shaughnessy: I am mature enough to be around when this operation was established. Many of the HAAA Board members were owner/operators and I think they shied away from or chose just not to get involved with personnel matters; they wanted to devote their entire energies to selling the area, which is of course the principal of HAAA. So they were comfortable setting up that corporate structure put in place, not only comfortable but wished to have it that way and there were models around the country that they were able to use. So HAAA today assuming those responsibilities will be overseeing considerably more than they did.

Grindell: Manoj, to speak to what you had said; it's my understanding from meeting with the County, that everything moves forward in the new as if they just assumed us as a "successor employer". They pick up where we left off.

Bhoola: Where are the rights of the HAAA Board members do they have the rights to get old personnel files? Dan, what do you think?

Francati: I would say yes.

Bhoola: So they can see and ask for when somebody was hired and what was the rate of pay?

Francati: Let's make this clear - there will be no records destroyed.

Hargrove: HAAA is an extension of a government agency so with the public records law, the only things you wouldn't be able to see would be personal, like social security numbers, addresses and phone numbers.

Bhoola: But they would be able to see evaluations and if they had been done.

DAYTONA BEACH AREA CONVENTION & VISITORS BUREAU
CVB Second Floor Conference Room
September 10, 2013

SPECIAL MEETING

Francati: In turn, to make a statement so it's very clear to Jeff and Liz; no records are to be destroyed in this process. HAAA records are to be maintained and there will be a wind down audit, I want to make sure what I'm getting. There is an audit that Bernadette does, but there will be another audit that will probably be a policy and procedure audit that will be somebody, not Bernadette, who will come in and review what policy and procedures the CVB ran under and to make sure those were followed.

Hentz: I can assure you that there will not be any alteration of any records. I'm not sure we have the cerebral capacity to think of how we could alter them; it's as simple as that.

Hargrove: They are going to have to follow the same guidelines that the County follows. The record retention laws require that these records be maintained; so if you were to do something like that you are violating the law, which is a misdemeanor and in some cases a felony. So making that real clear, that should never happen.

O'Shaughnessy: I guess we go home; there is no CVB so I can't ask for adjournment because we don't exist. I thank you.

Bhoola: Jim, do you want to entertain comments from outside the board? I know some other people are here.

Francati: Mr. Nichols, you have any comments or questions?

John Nichols: No

O'Shaughnessy: I think Graham had a very good point, let me go on record as asking: Charles, are you comfortable that all members of the CVB Board did sign the resolution of the Board of Directors of the Daytona Beach Area Convention and Visitors Bureau, Inc.?

Hargrove: I have fully 5 signatures, 2 designated and 3 elected.

O'Shaughnessy: Again, thank you all for being here.

THE MEETING WAS COMPLETED AT 3:38 PM.

Respectfully submitted,

Sharon Bernhard
Advertising Coordinator