

# N 20480

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## DISSOLUTION OR WITHDRAWAL

ORLANDO ROWING CLUB, INC.

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**ARTICLES OF DISSOLUTION  
OF  
ORLANDO ROWING CLUB, INC.**

Pursuant to the provisions of Sections 617.1402 and 617.1403 of the Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Articles of Dissolution:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is Orlando Rowing Club, Inc. (the "Corporation"), Florida Document Number N20480.

**ARTICLE II - DATE DISSOLUTION AUTHORIZED**

The dissolution was authorized by the Board of Directors of the Corporation on February 23, 2006.

**ARTICLE III - APPROVAL OF DISSOLUTION**

The dissolution was approved by two-thirds of the members of the Corporation by written consent dated October 26, 2006, and executed in accordance with Section 617.0701 of the Florida Statutes, and the number of votes cast for dissolution was sufficient for approval.

**ARTICLE IV - EFFECTIVE DATE OF DISSOLUTION**

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 16<sup>TH</sup> day of November, 2006.

ORLANDO ROWING CLUB, INC.

By: \_\_\_\_\_

Gregory B. Kerrebrock, President


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**CERTIFICATE OF OFFICER  
OF  
ORLANDO ROWING CLUB, INC.**

I HEREBY CERTIFY that attached hereto as Exhibit A is a true and correct copy of the Plan of Distribution of Assets of Orlando Rowing Club, Inc., a Florida corporation (the "Corporation"), Florida Document Number N20480, which was duly adopted by the Board of Directors of the Corporation and by the members of the Corporation in compliance with Section 617.1406(1) of the Florida Statutes.

Dated this 16<sup>th</sup> day of November, 2006.

  
\_\_\_\_\_  
Gregory G. Kerrebrock, President of Orlando  
Rowing Club, Inc.

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**PLAN OF DISTRIBUTION OF ASSETS  
OF  
ORLANDO ROWING CLUB, INC.**

1. ORLANDO ROWING CLUB, INC. (the "Corporation"), as soon as possible and in accordance with this Plan of Distribution of Assets (the "Plan"), will cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known liabilities and obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims of creditors.

2. Any liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore.

3. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements.

4. Any assets received and held by the Corporation which are 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 of the Corporation, shall be transferred or conveyed to a 501(c)(3) tax exempt organization to be formed simultaneously with the dissolution of this Corporation, to be known as "Orlando Rowing Club, Inc."

5. Other assets, if any, held by the Corporation shall also be distributed a 501(c)(3) tax exempt organization to be formed simultaneously with the dissolution of this Corporation, to be known as "Orlando Rowing Club, Inc.," in accordance with the provisions of the Articles of Incorporation or the Bylaws.

6. The directors, and such officers as are authorized by the directors, of the Corporation are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and returns and the information required by the applicable Regulations of the Commissioner of the Internal Revenue Service.

7. The directors, and such officers as are authorized by the directors, of the Corporation are authorized, empowered and directed to do any and all other things necessary in its name and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.