

# N 20582

## HOLD



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Jane Damm McPherson Foundation 200002375902--8  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

Date: \_\_\_\_\_

12/18  
Jon  
Vol. Diss.

FILED  
97 DEC 17 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF DISSOLUTION  
OF  
JANE DAMM MCPHERSON FOUNDATION, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I. The name of the corporation is JANE DAMM MCPHERSON FOUNDATION, INC.

ARTICLE II. The dissolution of the Corporation was authorized on November 26, 1997. The dissolution was approved by all of the Board of Trustees and all of the Members of the Corporation by Written Action in Lieu of Special Meeting pursuant to Section 617.0701 and 617.0821, Florida Statutes. The number of votes cast for dissolution was sufficient for approval.

ARTICLE III. The Certificate of Secretary setting forth the Plan of Liquidation and Distribution of Assets is attached hereto as Exhibit "A".

ARTICLE IV. The effective date of these Articles of Dissolution shall be the date and time such Articles of Dissolution are filed with the Florida Department of State.

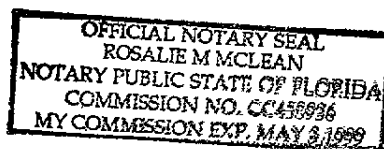
IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Dissolution this 1<sup>st</sup> day of December, 1997.

By: Jane Damm McPherson Pres.  
Jane Damm McPherson, President

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 1997, by Jane Damm McPherson as President of Jane Damm McPherson Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me or has produced FL D.L. M216-444-16-936-0 as identification.

123084



Rosalie M. McLean  
Print Name: Rosalie M. McLean  
Notary Public  
Commission Expiration:

EXHIBIT "A"

CERTIFICATE

I HEREBY CERTIFY, that I am the duly elected and qualified Secretary of JANE DAMM MCPHERSON FOUNDATION, INC., a Florida Not-For-Profit corporation (the "Corporation"), and that the following is a true and correct copy of the resolutions and actions duly adopted by Written Action of the Board of Trustees and Members of the Corporation in accordance with the Bylaws of the Corporation and the Florida Not-For-Profit Corporation Act on the 26 day of Nov., 1997; and I further certify that the resolutions and actions are still in full force and effect and have not been revoked:

WHEREAS, it is in the best interests of the Corporation that it be liquidated and its assets distributed in accordance with the provisions of Section 507(b)(1)(A) of the Internal Revenue Code of 1986, as amended, and Section 617.1406, Florida Statutes, now therefore, it is

RESOLVED, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Distribution of Assets (the "Plan"):

(a) That the Officers shall create a reserve for the cost of effectuating and administering this Plan.

(b) That pursuant to Section 617.1406, Florida Statutes, and Section 507(b)(1)(A) of the Internal Revenue Code of 1986, as amended, the officers of the Corporation shall distribute all of its net assets to one or more organizations described in Section 170(b)(1)(A), other than clauses (vii) and (viii), of the Internal Revenue Code of 1986, as

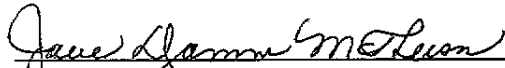
amended, each of which has been in existence and continuously so described for a continuous period of at least 60 months immediately preceding such distribution. The Corporation shall use its discretion as to how the assets will be apportioned among said organizations based on the prior guidelines of the Board of Trustees and Members.

(c) That the proper officers of the Corporation shall file Articles of Dissolution pursuant to the Florida Not-For-Profit Corporation Act with the Secretary of the State of Florida.

(d) That the proper officers shall file all other forms and documents required by the State of Florida and the federal government, including tax returns, as soon as possible after distribution of the corporate assets.

(e) That the officers and directors of the Corporation are hereby approved, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the Members under the Plan adopted.

Dated this 26 day of Nov., 1997.

  
Jane Damm McPherson, Secretary