

N21000003075

(Requestor's Name)

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(City/State/Zip/Phone #)

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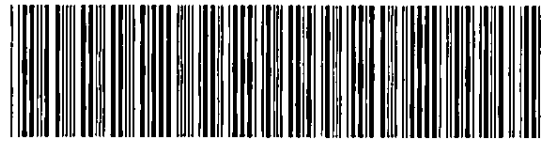
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EMILY AHLQVIST  
[eahlqvist@bsk.com](mailto:eahlqvist@bsk.com)  
P: 518.533.3203  
F: 518.533.3299

October 9, 2024

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: *Dissolution of National Association of Military and Veteran Peer Specialists, Inc. /  
Corporation No. W21000036006*


To Whom it May Concern:

We represent the National Association of Military and Veteran Peer Specialists, Inc. (the "Corporation") in connection with its dissolution under the Florida Not For Profit Corporation Act. Please find enclosed the Corporation's fully executed Articles of Dissolution and Plan of Dissolution for filing with the Department of State, and a check for the filing fee.

Please let me know if any additional information is required.

Regards,

BOND, SCHOENECK & KING, PLLC



Emily Ahlqvist  
Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dissolution of Florida Not for Profit Corporation  
\_\_\_\_\_

**DOCUMENT NUMBER:** N21000003075  
\_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Emily Ahlqvist, Esq.

\_\_\_\_\_  
(Name of Contact Person)

Bond, Schoeneck & King PLLC

\_\_\_\_\_  
(Firm/Company)

22 Corporate Woods Blvd., Ste 501

\_\_\_\_\_  
(Address)

Albany, NY 12211

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Emily Ahlqvist, Esq

\_\_\_\_\_  
(Name of Contact Person)

at ( 518 )

\_\_\_\_\_  
(Area Code)

533-3203

\_\_\_\_\_  
(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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

## 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:  
NATIONAL ASSOCIATION OF MILITARY AND VETERAN PEER SPECIALISTS, INC.

SECOND: The document number of the corporation (if known): W21000036006

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

\_\_\_\_\_. 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 October 9, 2024.

The number of directors in office was <sup>4</sup> and the vote for resolution was <sup>4</sup> for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: \_\_\_\_\_

(no more than 90 days after dissolution file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: Douglas Usiak

(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)

Douglas Usiak

(Typed or printed name of person signing)

President of the Board of Directors

(Title of person signing)

Filing Fee: \$35

**OFFICER'S CERTIFICATE**

The undersigned, being the President of the Board of Directors of National Association of Military and Veteran Peer Specialists, Inc., a not-for-profit corporation organized and existing under the laws of Florida (the "Corporation"), does hereby certify that the following is a true, correct, and complete copy of the Resolutions of the Board of Directors of the Corporation, adopted by unanimous written consent of the Board of Directors effective October 9, 2024, and that the same is in full force and effect.

**IN WITNESS WHEREOF**, I have set my hand on behalf of the Corporation as of the 9 day of October, 2024.

By: *Douglas Usiak*  
Douglas Usiak, President  
Board of Directors

**PLAN OF DISSOLUTION  
AND DISTRIBUTION OF ASSETS**

**OF**

**NATIONAL ASSOCIATION OF MILITARY AND VETERAN PEER SPECIALISTS, INC.**

**A Florida Not for Profit Corporation**

The Board of Directors (the "Board") of National Association of Military and Veteran Peer Specialists, Inc. (the "Corporation"), by unanimous written consent, after duly considering the advisability of voluntarily dissolving the Corporation and it being the opinion of the Board that it is advisable and in the best interests of the Corporation to effect such dissolution, resolved that the Corporation be dissolved in accordance with the following Plan of Dissolution and Distribution of Assets (the "Plan"):

PROCEDURE FOR DISSOLUTION

Having no members, the Corporation's Plan shall be deemed authorized upon its adoption by the Board pursuant to Florida Not For Profit Corporation Act Section 617.1406. A certified copy of the Resolutions of the Board adopting the Plan shall be attached hereto as Exhibit A.

DISTRIBUTION OF ASSETS

1. The Corporation's purposes as set forth in its Certificate of Incorporation, include, in relevant part:

Advance support services for members of our Armed Forces and their Veterans dealing with behavioral health challenges, encompassing a continuum of prevention, intervention, and recovery support services. The Corporation shall achieve its goals through: (1) providing a national forum of discussion through a national community of practice for military and veteran peer specialists; (2) conducting and sponsoring an annual military and veteran peer specialist conference, for the purpose of advancing and introducing proven and groundbreaking innovations in peer support and recovery; and (3) engaging in all lawful activities, including those which are not otherwise stated in these Articles of Incorporation, which are incidental or conducive to the accomplishment of the above-stated purposes.

2. The Corporation has assets consisting solely of cash in the approximate amount of \$1,200.

3. The Corporation does not hold any assets upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution.

4. The Corporation has no liabilities or obligations other than its current liabilities and expenses associated with winding up and dissolving.

5. The Corporation's Certificate of Incorporation provides, "Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of its assets exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a State Court of the county in which the principal office of the Corporation is then located having appropriate subject matter jurisdiction, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes."

6. Peer Support Coalition of Florida, Inc. is a charitable not-for-profit corporation organized and existing under the laws of the State of Florida and exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purposes of Peer Support Coalition of Florida, Inc. as set forth in its Certificate of Incorporation are as follows:

THE PEER SUPPORT COALITION OF FLORIDA, INC. CREATES OPPORTUNITY FOR LEADERSHIP AND ADVOCACY THROUGH EDUCATION, SUPPORT AND NETWORKING TO FOSTER SOCIAL AND SYSTEM TRANSFORMATION.

In furtherance of its charitable purposes, the Peer Support Coalition of Florida serves as a fiduciary for several peer network affiliates that provide support and support services to Veterans.

7. Because Peer Support Coalition of Florida, Inc.'s charitable purposes and activities encompass, among other things, the purposes and activities of the Corporation, Peer Support Coalition of Florida, Inc. is engaged in activities "substantially similar" to the Corporation in accordance with Sections 617.1406(2)(c) and (d) of the Florida Not-for-Profit Corporation Act.

8. In consideration of the foregoing, the Corporation's assets shall be distributed to the Peer Support Coalition of Florida, Inc.

9. Any assets of the Corporation that shall come to exist or arise after the dissolution of the Corporation shall be the sole and absolute property of, and shall be distributed to, Peer Support Coalition of Florida, Inc.

10. Within ninety days after the date that this Plan is filed with the Florida Division of Corporations, the Corporation shall carry out this Plan.

\*\*\*\*\*



**UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
NATIONAL ASSOCIATION OF MILITARY AND VETERAN PEER SPECIALISTS, INC.**

2024 OCT 16 11:12:58  
ALL  
FL

*Pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act*

The directors of National Association of Military and Veteran Peer Specialists, Inc. (the "Corporation"), a charitable Florida not for profit corporation, hereby adopt and give their unanimous consent to the following resolutions as action of the Board of Directors (the "Board") and direct that this written consent be filed with the minutes of the Corporation.

**WHEREAS**, the Corporation is a charitable not for profit corporation organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Corporation's charitable purpose as set forth in its Certificate of Incorporation is to "advance support services for members of our Armed Forces and their Veterans dealing with behavioral health challenges, encompassing a continuum of prevention, intervention, and recovery support services"; and

**WHEREAS**, as of June 1, 2024, the Corporation has assets consisting solely of cash in the approximate amount of \$1,200.00; and

**WHEREAS**, the Corporation's assets are not legally required to be used for any particular purpose; and

**WHEREAS**, the Corporation has no liabilities other than its current liabilities and expenses associated with winding up and dissolving; and

**WHEREAS**, the Board of Directors has considered the advisability of dissolving the Corporation in accordance with the provisions for dissolution under the Florida Not For Profit Corporation Act and has determined such dissolution to be in the Corporation's best interest; and

**WHEREAS**, the Board of Directors has considered the advisability of distributing the Corporation's assets to Peer Support Coalition of Florida, Inc. which is a charitable not-for-profit corporation organized and existing under the laws of Florida and which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for use consistent with the Corporation's charitable purposes, and has determined such distribution of assets to be in the Corporation's best interest.

**NOW THEREFORE**, the Board of Directors of the Corporation, after due consideration, adopt the following resolutions by unanimous written consent:

**RESOLVED**, that the Board of Directors authorizes the dissolution of the Corporation; and it is further

**RESOLVED**, that the Plan of Distribution of Assets, in substantially the form and substance attached hereto as Exhibit A, is hereby approved and authorized to be filed with the Florida Department of State; and it is further

**RESOLVED**, that the Articles of Dissolution, in substantially the form and substance attached hereto as Exhibit B, are hereby approved and authorized to be filed with the Florida Department of State; and it is further

**RESOLVED**, that the proper officers of the Board of Directors are hereby authorized to execute and modify, if necessary, on behalf of the Corporation, all documents necessary in connection with the dissolution of the Corporation, and to take such other and further actions as they may deem necessary or advisable to carry out the intent of these resolutions.

**RESOLVED**, that the foregoing resolutions be filed with the minutes of the proceedings of the Board.

Date: June 11, 2024

*Douglas Usiak*  
Douglas Usiak

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

\_\_\_\_\_  
Wali Mutazammil

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

\_\_\_\_\_  
Carole Williams Hayes

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

\_\_\_\_\_  
Lawrence Rhone

**NOW THEREFORE**, the Board of Directors of the Corporation, after due consideration, adopt the following resolutions by unanimous written consent:

**RESOLVED**, that the Board of Directors authorizes the dissolution of the Corporation; and it is further

**RESOLVED**, that the Plan of Distribution of Assets, in substantially the form and substance attached hereto as Exhibit A, is hereby approved and authorized to be filed with the Florida Department of State; and it is further

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**RESOLVED**, that the proper officers of the Board of Directors are hereby authorized to execute and modify, if necessary, on behalf of the Corporation, all documents necessary in connection with the dissolution of the Corporation, and to take such other and further actions as they may deem necessary or advisable to carry out the intent of these resolutions.

**RESOLVED**, that the foregoing resolutions be filed with the minutes of the proceedings of the Board.

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

\_\_\_\_\_  
Douglas Usiak

Date: October 9, 2024

\_\_\_\_\_  
Wali Mutazammil

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

\_\_\_\_\_  
Carole Williams Hayes

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

\_\_\_\_\_  
Lawrence Rhone

**NOW THEREFORE**, the Board of Directors of the Corporation, after due consideration, adopt the following resolutions by unanimous written consent:

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**RESOLVED**, that the foregoing resolutions be filed with the minutes of the proceedings of the Board.

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

\_\_\_\_\_  
Douglas Usiak

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

\_\_\_\_\_  
Wali Mutazammil

Date: June 11, 2024

*Carole William Hayes*  
\_\_\_\_\_  
Carole Williams Hayes

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

\_\_\_\_\_  
Lawrence Rhone

**NOW THEREFORE**, the Board of Directors of the Corporation, after due consideration, adopt the following resolutions by unanimous written consent:

**RESOLVED**, that the Board of Directors authorizes the dissolution of the Corporation; and it is further

**RESOLVED**, that the Plan of Distribution of Assets, in substantially the form and substance attached hereto as Exhibit A, is hereby approved and authorized to be filed with the Florida Department of State; and it is further

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**RESOLVED**, that the proper officers of the Board of Directors are hereby authorized to execute and modify, if necessary, on behalf of the Corporation, all documents necessary in connection with the dissolution of the Corporation, and to take such other and further actions as they may deem necessary or advisable to carry out the intent of these resolutions.

**RESOLVED**, that the foregoing resolutions be filed with the minutes of the proceedings of the Board.

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

\_\_\_\_\_  
Douglas Usiak


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

\_\_\_\_\_  
Wali Mutazammil

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

\_\_\_\_\_  
Carole Williams Hayes

Date: September 27, 2024

  
\_\_\_\_\_  
Lawrence Rhone