

N220000000698

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

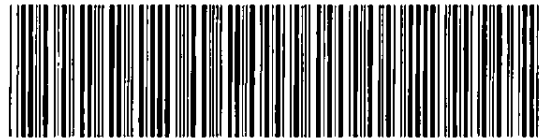
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2024 SEP 12 AM 8:04  
CLERK OF SUPERIOR COURT  
JANET L. RAMSEY, CLERK

FILED

A. RAMSEY

SEP 20 2024

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Gary Kitchell Blvd Tenants Foundation, Inc.

DOCUMENT NUMBER: N 2200000006 <sup>98</sup>

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

FRANK SCHLITT

(Name of Contact Person)

OFFUTT, BARTON, SCHLITT, LLC

(Firm/ Company)

570 Beachland Blvd

(Address)

Vero Beach, FL 32963

(City/ State and Zip Code)

frank@offuttcpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FRANK SCHLITT

(Name of Contact Person)

at (772) 231-2100

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |  |  |
|---|---|--|--|
| <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) |
|---|---|--|--|

**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

FILED

2024 SEP 12 AM 8:04

Articles of Amendment  
to  
Articles of Incorporation  
of

The Gary Kitchell Blvd Tennis Foundation, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N 22000000698

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

N/A

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, If changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

N/A

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add  <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

This Filing is made to add a Certificate of  
Compliance to the Articles of Dissolution of a Not-  
for-profit Corporation per FL Stat Sec 617.1406(2)  
A copy of the Certificate of Compliance is -

attached and a copy of the corporation's  
Plan of Distribution of Assets is  
attached to the Certificate of Compliance  
and is to be filed with the Articles  
of Dissolution as required by statute

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the  
date this document was signed.

Effective date if applicable: date of filing  
(no more than 90 days after amendment 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.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s)  
was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated ☒ 9/3/24

Signature ☒ [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)

☒ FRANK SCHULT  
(Typed or printed name of person signing)

☒ DIRECTOR  
(Title of person signing)

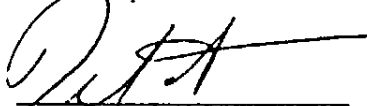
**MINUTES OF SPECIAL  
MEETING OF THE BOARD OF  
DIRECTORS OF  
THE GARY KITCHELL BLVD TENNIS FOUNDATION, INC.**

TO APPROVE AND ADOPT PLAN DISTRIBUTION OF ASSETS ACCORDING TO FLORIDA LAW.  
A Special Meeting of the Board of Directors of THE GARY KITCHELL BLVD TENNIS FOUNDATION, INC. (the "Corporation"), was held at:

VIRTUAL MEETING BY TELEPHONE CONFERENCE AND EMAIL

on July 31, 2024.

Directors present:



FRANK SCHLITT

Betsy Sturgis  
Betsy Sturgis (Aug 30, 2024 13:18 EDT)

BETSY STURGIS

GARY KITCHELL  
Gary Kittchell (Sep 1, 2024 11:36 EDT)

GARY KITCHELL

Colin Lloyd  
Colin Lloyd (Sep 1, 2024 07:33 EDT)

COLIN LLOYD

Talia Hutchinson  
Talia Hutchinson (Aug 30, 2024 12:43 EDT)

TALIA HUTCHINSON

Constituting all the directors of the Corporation

FRANK SCHLITT was appointed Chairman and Secretary of the meeting and recorded the minutes.

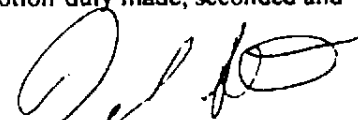
The chairperson called a meeting to order and advised the board that legal counsel for the corporation advised that the company is required under law to approve and file with the State of Florida a Plan of Distribution of Assets along with the Articles of Dissolution. Such Plan of Distribution must be in a form and substance to comply with Florida Statutes. A copy of a proposed Plan of Distribution of Assets was presented for consideration. After discussion, upon motion duly made, seconded and adopted, it was,

RESOLVED, that the Plan of Distribution of Assets presented to the meeting is hereby approved and adopted by this Board of Directors and it is ordered that a copy of said Plan be attached to the minutes of this meeting; and it was further

RESOLVED, that the President and such other officers as may be authorized by the Board of Directors, from time to time, empowered and directed to take any and all necessary steps to carry out the provisions of the above Plan, and it was further

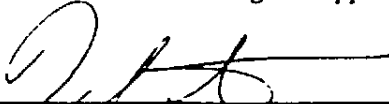
RESOLVED that prior to Dissolution, this Plan may be later Amended upon advice of legal counsel so assure that the Plan complies with statutory requirements. Such an amended Plan may be approved by consent of the members without necessity of a meeting.

With no further business to come before the meeting, upon a motion duly made, seconded and unanimously carried, the meeting was adjourned.

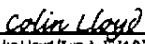
  
FRANK SCHLITT Secretary

## WAIVER OF NOTICE AND CONSENT


The undersigned, by signing these Minutes of the Special Meeting of Directors, does hereby waive notice of the time and place of this meeting, consents to the meeting and approves the contents of the minutes of this meeting.

  
\_\_\_\_\_  
FRANK SCHLITT, Director

  
\_\_\_\_\_  
GARY KITCHELL, Director

  
\_\_\_\_\_  
COLIN LLOYD, Director

  
\_\_\_\_\_  
BETSY STURGIS, Director

  
\_\_\_\_\_  
TALIA HUTCHINSON, Director



**PLAN OF DISTRIBUTION OF ASSETS OF THE GARY  
KITCHELL BLVD TENNIS FOUNDATION, INC.**

This Plan of Distribution of Assets (the "Plan") is intended to constitute a plan of distribution under Florida Statutes Section 617.1406 and accomplish the complete liquidation and distribution of assets of **THE GARY KITCHELL BLVD TENNIS FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation"), of the corporation in compliance with the corporation's governing documents and in accordance with Florida Law.

1. **Dissolution.** At a duly called special meeting of the Board of Director of the corporation was held JULY 31, 2024, a motion was made to dissolve the corporation and to retain legal counsel to assist the Board with such dissolution, this motion was seconded, and upon vote passed unanimously. Copies of these minutes are attached hereto.

2. **Plan of Distribution.** The board was advised by its legal counsel that it is required to submit a Plan of Distribution of Assets to the Secretary of the State of Florida and that such a Plan must comply with Florida Statutes Section 617.1406. This Plan is intended to comply with Florida Statutes Section 617.1406.

3. **Articles of Dissolution.** Promptly after the directors approve the Plan of the Corporation, the Corporation shall file with the Secretary of State of the State of Florida Articles of dissolution (the "Articles of Dissolution") in accordance with the Florida Law to be effective upon the date of filing. (the "Effective Time").

3. **Cessation of Business Activities.** After the Effective Time, the Corporation shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind up its business affairs, and distribute its assets in accordance with this Plan.

4. **Continuing Employees, Attorneys, and Consultants.** For the purpose of effecting the dissolution of the Corporation, the Corporation may hire or retain, at the discretion of the Board, such employees, attorneys, consultants and advisors as the Board deems necessary or desirable to supervise or facilitate the dissolution and winding up of the Corporation.

5. **Dissolution Process.** From and after the Effective Time, the Corporation (or any successor entity of the Corporation) shall, if deemed necessary by the Board, complete the following corporate actions:

(i) **The Corporation shall**

*(a) pay or make reasonable provision to pay all liabilities, claims and obligations, including all contingent, conditional or unmatured contractual claims known to the Corporation,*

*(b) make such provisions as will be reasonably likely to be sufficient to provide compensation for any claim against the Corporation, which is the subject of a pending action, suit or proceeding to which the Corporation is a party, and*

*(c) make such provisions as will be reasonably likely to be sufficient to provide compensation for claims that have not been made known to the Corporation or that have not arisen but that, based on facts known to the Corporation, are likely to arise or to become*

*known to the Corporation. Such claims shall be paid or provided for in full if there are sufficient assets.*

*(ii) Any assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements*

*(iii) Assets received and held by the corporation 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, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;*

*(iv) Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and*

*(v) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.*

**A SCHEDULE OF ASSETS DISTRIBUTED ACCORDING TO THIS PLAN IS ATTACHED HERETO AND INCORPORATED HEREIN AND SUCH SCHEDULE MAY BE AMENDED AS NEEDED TO COMPLY WITH THE PLAN.**

7. **Conduct of the Corporation Following Dissolution** Under Florida law, dissolution is effective upon the filing of Articles of Dissolution with the Secretary of State of the State of Florida or upon such a future effective date as may be set forth in the certificate of dissolution. Florida Statutes Section 617.1405 provides that a dissolved corporation continues to exist for purposes of winding up its affairs, including steps needed to be taken to effectuate the Plan of Distribution.

10. **Expenses of Dissolution.** In connection with and for the purposes of implementing and assuring completion of this Plan, the Corporation may, in the absolute discretion of the Board, pay any brokerage, agency, professional and other fees and expenses of persons rendering services to the Corporation in connection with the collection, sale, exchange or other disposition of the Corporation's property and assets and the implementation of this Plan.

11. **Authorization.** The Board is hereby authorized, without further action by the directors, to do and perform or cause the officers of the Corporation, to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind that are deemed necessary, appropriate or desirable, in the absolute discretion of the Board, to implement this Plan and the transaction contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.

[END OF TEXT.]

**SCHEDULE "A"**

**PLAN OF DISTRIBUTION OF ASSETS OF THE GARY KITCHELL BLVD TENNIS  
FOUNDATION, INC.**

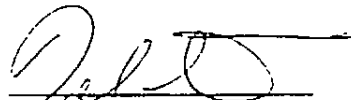
1. THE BOULEVARD CHARITIES, INC. 1620 BOULEVARD VILLAGE LANE  
VERO BEACH, FL 32967

CERTIFICATE OF COMPLIANCE  
THE GARY KITCHELL BLVD TENNIS FOUNDATION, INC.

The undersigned, FRANK SCHLITT being the Chairperson of the Board of Directors of The Gary Kitchell Blvd Tennis Foundation, Inc., a not-for-profit Florida Corporation, (the "Company") hereby certifies and represents that:

1. By properly convened meeting(s) of the Board of Directors of the Company held on July 31, 2024, a resolution to approve a Plan of Distribution of Assets was unanimously adopted in accordance with Florida Statutes Section 617.1406(2) and the Articles of Organization. A true copy of the Minutes and approved Plan of Distribution of Assets is attached to this certificate as Exhibit "A" and is specifically incorporated hereto.

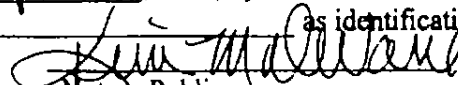
The undersigned executed this Certificate of Compliance this 3 day of September 2024.

  
Frank Schlitt  
Chairperson

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization this 3 day of September, 2024, by Frank Schlitt who ☒ is personally known or ☐ has produced \_\_\_\_\_ as identification.

[Notary Seal]

  
Notary Public



Kim M Devane  
Comm.: HM 186722  
Expires: Nov. 18, 2025  
Notary Public - State of Florida