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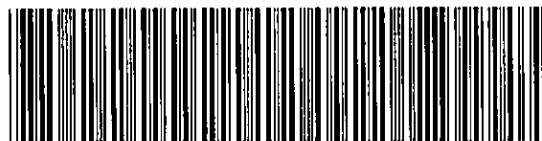
(Business Entity Name)

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2024 DEC 17 PM 2:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FL

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:
Counseling for Community Wellness, Inc.

SECOND: The document number of the corporation (if known): N23000005218

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 11/1/2024. 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 11/1/2024

The number of directors in office was 4 and the vote for resolution was 4 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: Alise Bartley
(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)

Alise Bartley

(Typed or printed name of person signing)

Chair of Board of Directors

(Title of person signing)

Filing Fee: \$35

FILED
2024 DEC 17 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FL

OFFICER'S CERTIFICATE OF COMPLIANCE

The undersigned, being the Chair of the Board of Directors of Counseling for Community Wellness, 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 Plan of Dissolution and Distribution of Assets (the "Plan") effective November 1, 2024, and that the same is in full force and effect. The Plan was adopted by unanimous written consent of the Corporation's Board of Directors in compliance with F.S. Section 617.1406(2).

IN WITNESS WHEREOF, I have set my hand on behalf of the Corporation as of the 1 day of November, 2024.

By:



Alise Bartley, Chair
Board of Directors

**PLAN OF DISSOLUTION
AND DISTRIBUTION OF ASSETS**

OF

COUNSELING FOR COMMUNITY WELLNESS, INC.

A Florida Not for Profit Corporation

The Board of Directors (the "Board") of Counseling for Community Wellness, 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

1. 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.

2. The Corporation shall notify its employees that their employment with the Corporation shall end, effective thirty (30) or forty-five (45) days from the date of such notification. The Corporation will comply with applicable law when ending such employment, and shall notify all governmental agencies with which the Corporation is registered as an employer of the relevant terminations of employment.

3. After authorization of the Plan, the Corporation shall prepare and file Articles of Dissolution and the Plan with the Florida Division of Corporations, and shall withdraw the Corporation's registration with the Florida Department of Agriculture & Consumer Services.

DISTRIBUTION OF ASSETS

4. The Corporation's charitable purpose is providing affordable and high-quality mental health counseling services to individuals and families in need. Specifically, the Corporation provides mental health care and counseling services at area non-profit organizations, serving persons who would otherwise have difficulty accessing mental health services due to financial and other challenges. The Corporation partners with community nonprofit organizations to work toward a shared mission of boosting the community's growth and positively impacting mental health while offering training opportunities for emerging mental

health professional to gain valuable experience and contribute to the mission of expanding mental health care.

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

6. The Corporation has no liabilities or obligations other than its current liabilities and expenses associated with winding up and dissolving. After satisfaction of such liabilities, the Corporation anticipates its remaining assets shall consist solely of cash in the approximate amount of \$20,000.

7. St. Matthew's House, 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 "Code"). The relevant purposes of St. Matthew's House, Inc. as set forth in its Certificate of Incorporation are as follows:

1. [P]rovide and operate housing and shelter for the homeless, indigent and needy in Southwest Florida without regard to race, age, color, creed, gender or national origin;
2. [P]romote the general social welfare of the communities in which it serves by providing related facilities and social services such as consultation and referrals to those in need of temporary or emergency shelter;
3. [A]ssist those who seek to end their addiction to drugs and alcohol.

8. The Immokalee Foundation, Inc. (together with St. Matthew's House, Inc., the "Distributees") 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 Code Section 501(c)(3). The purposes of The Immokalee Foundation, Inc. as set forth in its Certificate of Incorporation are as follows:

[E]mpower the children and young adults of Immokalee to succeed by helping them from kindergarten to career through variously funded charitable projects and programs so they may graduate from high school and complete college or vocational school training thereby increasing and/or promoting entrepreneurial and job development opportunities for low income persons residing within the Immokalee community.

9. Because the Distributees' charitable purposes and activities encompass, among other things, the purposes and activities of the Corporation, the Distributees are 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.

10. In consideration of the foregoing, the Corporation's remaining assets after satisfying its current liabilities and expenses associated with winding up and dissolving shall be distributed in equal amounts to the Distributees for the purpose of providing mental health services.

11. 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 in equal amounts to, the Distributees.

EXHIBIT A

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
COUNSELING FOR COMMUNITY WELLNESS, INC.**

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
COUNSELING FOR COMMUNITY WELLNESS, INC.**

The undersigned, being all of the directors of Counseling for Community Wellness, Inc., a Florida not-for-profit corporation (the "**Corporation**"), hereby adopt and give their unanimous consent to all of the following resolutions as actions of the Board of Directors (the "**Board**"), and direct the Secretary of the Corporation to file this unanimous written consent with the minutes of the Corporation:

WHEREAS, the Corporation is a not-for-profit corporation organized and existing under the laws of Florida for the charitable purpose of providing affordable and high-quality mental health counseling services to individuals and families in need; and

WHEREAS, the Corporation's Board has determined that it is in the best interests of the Corporation to dissolve and cease its operations, yet seeks to ensure that the Corporation's remaining assets are used in a way that further the exempt purposes for which it was formed; and

WHEREAS, the Corporation's Board has considered the advisability of distributing the Corporation's assets in an equal amount to St. Matthew's House, Inc. and The Immokalee Foundation, Inc., two charitable not-for-profit corporations organized and existing under the laws of Florida and 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, in accordance with F.S. Section 617.1406.

NOW THEREFORE, it is hereby

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

RESOLVED, that the Plan of Dissolution and 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 Division of Corporations pursuant to F.S. Section 617.1406; and it is further

RESOLVED, that the proper officers of the Corporation are instructed and authorized to prepare or cause to be prepared all documentation necessary to effectuate the dissolution of the Corporation, including filing a copy of the Articles of Dissolution and Plan of Dissolution and Distribution of Assets with the Florida Division of Corporations pursuant to F.S. Section 617.1403 and terminating its registration with the Florida Department of Agriculture & Consumer Services ("**FDACS**"); and it is further

RESOLVED, that the proper officers of the Corporation are authorized to take any further action and execute and deliver any agreements, instruments, and documents, in the name of the Corporation, as in their judgment shall be necessary, proper, or advisable in order to carry out the intent and accomplish the purposes of the resolutions adopted hereby.

The foregoing resolutions shall take effect immediately.

Signature Page to Follow

Date: 10/31/2021

Alise Bartley
Alise Bartley

Date: 10/31/2024

David Bartley
David Bartley

Date: 11/1/2024

Trisha Hare
Trisha Hare

Date: 10/31/2024

Suzanne Duggar
Suzanne Duggar

EXHIBIT A
PLAN OF DISSOLUTION
AND
DISTRIBUTION OF ASSETS