

N34876

The Florida Bar / John F.
Requester's Name Harkness Jr.
650 Apalachee Pkwy.
Address 850-561-5606
Tallahassee FL 32399-2300
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Florida Bar Children's Fund, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

500005766525-4
-06/14/02--01002--014
*****35.00 *****35.00

RECEIVED
02 JUN 13 PM 4:14
DIVISION OF REGISTRATION
FILED
02 JUN 13 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/13/02
Examiner's Initials T. Lewis

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 is THE FLORIDA BAR CHILDREN'S FUND, INC.

SECOND: Adoption of dissolution
(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted

(CHECK ONE)

- ☐ The number of votes cast for dissolution was sufficient for approval.
- ☐ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

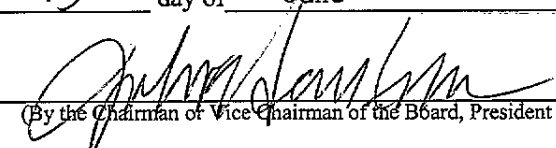
The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was June 7, 2002.

The number of directors in office was 3 and the vote for the resolution

was 3 for and 0 against.

Signed this 13 day of June, 2002.

Signature 
(By the Chairman or Vice Chairman of the Board, President or other officer)

John F. Harkness, Jr.

(Typed or printed name)

Secretary / Treasurer

(Title)

FILED
02 JUN 13 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

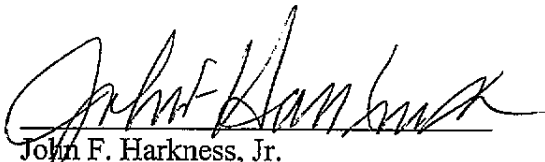
AFFIDAVIT

I, JOHN F. HARKNESS, JR., Secretary-Treasurer of The Florida Bar Children's Fund, Inc., pursuant to §617.1406(4), Florida Statutes, attest and certify that the following information is true and correct to the best of my knowledge and belief:

1. I am custodian of the official records of The Florida Bar Children's Fund, Inc..
2. The two attached photocopied pages of correspondence to the board of directors of The Florida Bar Children's Fund, Inc., dated June 7, 2002 and containing a plan for the distribution of corporate assets upon dissolution of The Florida Bar Children's Fund, Inc., are true and correct copies of same.
3. In compliance with the requirements of §617.1406(2), Florida Statutes, such plan was adopted at a June 7, 2002 meeting of the board of directors of the corporation by a unanimous vote of the three directors then in office.

Date

4/13/02

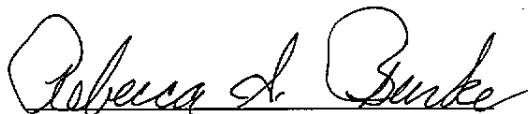


John F. Harkness, Jr.
Secretary - Treasurer
The Florida Bar Children's Fund, Inc.
650 Apalachee Parkway
Tallahassee, Florida 32399-2300
850 / 561-5600

**STATE OF FLORIDA
COUNTY OF LEON**

The foregoing instrument was acknowledged before me this ____ day of June, 2002, by JOHN F. HARKNESS, JR., who personally appeared before me at the time of notarization, and who is personally known to me and who did not take an oath.

NOTARY PUBLIC:


Signature


Printed Name

State of Florida at Large

(Seal)

 Rebecca S. Burke
MY COMMISSION # CC918922 EXPIRES
March 15, 2004
BONDED THRU TROY FAIR INSURANCE, INC.



The Florida Bar



Terrence Russell
President

John F. Harkness, Jr.
Executive Director

Tod Aronovitz
President-elect

June 7, 2002

Terrence Russell
Ruden, McClosky, Smith *et al.*
200 East Broward Boulevard
Post Office Box 1900
Ft. Lauderdale, Florida 33302

Tod Aronovitz
Aronovitz Trial Lawyers
2700 Museum Tower
150 West Flagler Street
Miami, Florida 33130

COPY

Re: Proposed Dissolution of The Florida Bar Children's Fund, Inc.

Dear Terry and Tod:

I write you as fellow directors of The Florida Bar Children's Fund, Inc. Following a review of the Children's Fund after the recent creation of Florida Attorneys Charitable Trust, Inc., I think it advisable to consider the voluntary dissolution of the Fund *but* with every intention of continuing all of its programs under the more comprehensive authority and activities of Florida Attorneys Trust.

The Children's Fund was incorporated in 1989. The Fund was administratively dissolved in 1996 for failure to file an annual report and fee, but it was reinstated at our request. More recently the Fund has essentially become a conduit for financial support of the Young Lawyers Division's "Christmas in July" program because no other charitable Bar vehicle existed. Several years ago, Don Middlebrooks – creator of the Fund and now a federal district judge – acknowledged that the Fund's original but limited purposes were no longer being fully met. The mere act of maintaining a bank account to help keep the Fund active with the Department of State is a financial net loss and, now, a seemingly duplicative administrative burden. Given the expansive authority of the Florida Attorneys Trust to support Christmas in July -- and any of the Children's Fund activities originally envisioned -- I think we could finally eliminate one redundant Bar-related program without significant implications. I hope you agree.

If so, you might otherwise appreciate that the Children's Fund is essentially nothing but a few files and a modest checking account. Article VII of the Fund's articles of incorporation (enclosed) specify the disposition of assets upon dissolution, but there are no Children's Fund assets. Also, the Fund has no current or future liabilities, so winding up its affairs should be somewhat perfunctory. Nonetheless, Florida law understandably requires certain corporate formalities.

A meeting of the Fund's board can be called by the president [§617.0820(3), Fla.Stat.] or the board may act without a meeting through written consents [§617.0821, Fla.Stat.] A resolution to dissolve and a plan for distribution of assets must be authorized by majority vote of the directors in office: §§617.1402 & .1406, Fla.Stat. If dissolution is authorized, articles of dissolution corporation must be prepared and then delivered, with \$35 fee, to the Department of State for filing: §617.1403, Fla.Stat. An authenticated copy of the plan for distribution of corporate assets, plus certification of compliance therewith, must also be filed with the Department: §617.1406, Fla.Stat.

Per §617.1406, Fla.Stat., the plan for distribution of Children's Fund assets must provide that:

- (a) all liabilities and obligations of the corporation shall be paid and discharged, or that adequate provisions be made therefor **[All liabilities and obligations of the Children's Fund are paid -- there are no other liabilities or obligations that should implicate the Fund in the future.];**
- (b) assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements **[Not applicable -- there are no such Fund assets.];**
- (c) 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 **[Not applicable -- there are no such Fund assets.];**
- (d) other assets, if any, 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 **[Not applicable -- there are no such Fund assets.];** and
- (e) any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit **[Not applicable -- there are no such Fund assets.].**

It would therefore seem that the Fund board might easily opt, without a meeting, to dissolve the corporation -- probably as of the end of the June 30, 2003 fiscal year for administrative convenience. Form articles of dissolution from the Department of State (enclosed) can be readily conformed to the detail of the board's action. And, if you concur in the rather hollow plan for winding up the Fund's business affairs, I can top off everything for final followup with State thereafter.

A "consent and record of action" consistent with the preceding is enclosed for your consideration and execution if you deem it appropriate. If I can answer any questions or be of other assistance regarding this matter, please let me know.

Cordially yours,

John F. Harkness, Jr.

Enclosures