

N3 4899

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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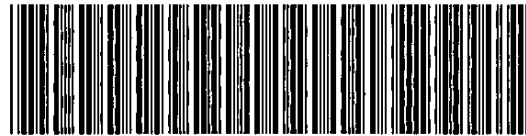
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Winston Churchill Foundation, Inc.

DOCUMENT NUMBER: N34899

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

Please return all correspondence concerning this matter to the following:

Vito N. Ciraco

(Name of Contact Person)

Dewey Ballantine LLP

(Firm/Company)

1301 Avenue of the Americas

(Address)

New York, NY 10019

(City/State and Zip Code)

For further information concerning this matter, please call:

Vito N. Ciraco

(Name of Contact Person)

at (212) 259-8348

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|--|
| <input 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 checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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:
The Winston Churchill Foundation, Inc.

SECOND: The document number of the corporation (if known): N34899

THIRD: 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 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 September 8, 2006.

The number of directors in office was 1 and the vote for resolution was
1 for and 0 against. (must be a majority vote)

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FOURTH: Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

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.)

James A. FitzPatrick, Jr.

(Typed or printed name of the person signing)

Secretary

(Title of person signing)

FILING FEE: \$35

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**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
THE WINSTON CHURCHILL FOUNDATION, INC.**

The undersigned, being the sole member of the Board of Directors (the "Board") of The Winston Churchill Foundation, Inc., a Florida not for profit corporation (the "Corporation"), does hereby consent in writing pursuant to Section 617.0701(4)(a) of the Florida Not for Profit Corporation Act, without the formality of convening a meeting, and approves in all respects the adoption of the following resolutions of the Board and each and every action effected thereby:

RESOLVED, that James A. FitzPatrick, Jr. be, and he hereby is, elected as Secretary of the Corporation, to serve until his successor is chosen and qualified.

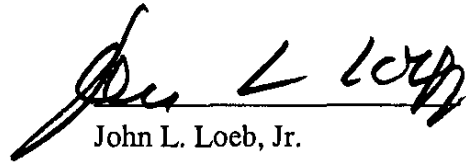
FURTHER RESOLVED, that the Board declares it to be advisable and in the best interests of the Corporation to dissolve the Corporation; and be it

FURTHER RESOLVED, that the dissolution of the Corporation be, and hereby is approved; and be it

FURTHER RESOLVED, that any officer of the Corporation be, and each officer hereby is, authorized and directed, on behalf and in the name of the Corporation, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered all such other instruments, documents and certificates and to incur and pay all such fees and expenses and to do all such other acts and things as, in his or her judgment, shall be necessary or advisable to carry out the purposes and intent of the foregoing resolutions; and be it

FURTHER RESOLVED, that all actions taken by the officers of the Corporation and of any person or persons designated and authorized to act by any such officer or by resolution, which (i) would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of the resolutions or (ii) were taken in contemplation of the actions described in the foregoing resolutions and prior to the adoption thereof, are individually and collectively ratified, confirmed, approved and adopted in all respects as acts on behalf, and in the name, of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the date first above written and direct that it be filed with the minutes of the Corporation. This instrument may be executed in one or more counterparts, all of which together shall be one and the same instrument.



John L. Loeb, Jr.

Dated: 8 September 2006

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