

N37237

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

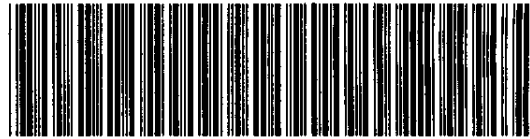
(Document Number)

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08/16/16--01030--008 **52.50

S. TALLENT
OCT 11 2016

FILED
16 SEP 30 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V/D



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2016

STAR M. SANSONE
P.O. BOX 357399
GAINESVILLE, FL 32635

SUBJECT: AMERICAN ENTOMOLOGICAL INSTITUTE, INC.
Ref. Number: N37237

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Dissolution for a nonprofit corporation must comply with either section 617.1401 or 617.1403, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

IN EXHIBIT A, PLAN OF DISTRIBUTION OF ASSETS, THE DAY IS MISSING IN THE DATE SHOWN IN THE FIRST PARAGRAPH.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan S Tallent
Regulatory Specialist II

Letter Number: 116A00018955

RECEIVED
16 SEP 30 AM 8:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Salter • Feiber

ATTORNEYS AT LAW

3940 NW 16th Boulevard, Bldg. B
Gainesville, Florida 32605

P.O. Box 357399
Gainesville, Florida 32635

T: 352.376.8201 F: 352.376.7996

www.salterlaw.net

STAR M. SANSONE
LL.M. in Taxation
stars@salterlaw.net

September 28, 2016

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

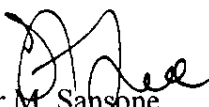
Re: Articles of Dissolution for American Entomological Institute, Inc.
Document Number: N37237

Dear Sir or Madam:

Enclosed please find a copy of your letter dated September 8, 2016 and the Articles of Dissolution and Plan of Distribution of Assets of the above mentioned entity. Once filed, please forward the documents to our office.

Thank you for your assistance.

Sincerely,


Star M. Sansone

SMS:mh

Salter • Feiber

ATTORNEYS AT LAW

3940 NW 16th Boulevard, Bldg. B
Gainesville, Florida 32605

P.O. Box 357399
Gainesville, Florida 32635

T: 352.376.8201 F: 352.376.7996

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STAR M. SANSONE

LL.M. in Taxation
stars@salterlaw.net

August 12, 2016

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Dissolution for American Entomological Institute, Inc.
Document Number: N37237

Dear Sir or Madam:

Pursuant to Sections 617.1403 and 617.1406(4), Florida Statutes, please find enclosed the Articles of Dissolution and Plan of Distribution of Assets of the above mentioned entity, along with our clients check in the amount of \$52.50 for the filing fee, certificate of status and certified copy. Once filed, please forward the documents to our office.

Thank you for your assistance.

Sincerely,



Star M. Sansone

SMS:mh

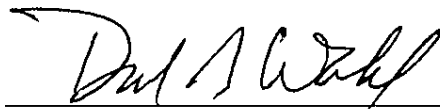
cc: David Wahl, Ph.D.

**ARTICLES OF DISSOLUTION
OF
AMERICAN ENTOMOLOGICAL INSTITUTE, INC.**

Pursuant to section 617.1403, Florida Statutes, American Entomological Institute, Inc., a Florida not for profit corporation (the "Corporation"), hereby submits the following Articles of Dissolution:

1. The name of the corporation as currently filed with the Florida Department of State is American Entomological Institute, Inc.
2. The document number of the Corporation is N37237.
3. The corporation does not have any members.
4. Dissolution of the corporation was authorized by a resolution of the Board of Directors of the corporation, which was effective as of July 18th, 2016. At that time, the Corporation had six Directors. The vote was unanimous in favor of dissolution, which was sufficient for approval.
5. The effective date of dissolution, if applicable, shall be N/A, 2016.
Date of filing

Attached hereto is a copy of the Plan of Distribution of Assets unanimously adopted by the Board of Directors on July 18th, 2016.



DAVID WAHL, Ph.D., Director & Secretary

FILED
16 SEP 30 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF DISTRIBUTION **OF ASSETS** **FOR** **AMERICAN ENTOMOLOGICAL INSTITUTE, INC.**

THIS PLAN OF DISTRIBUTION OF ASSETS (this "Plan") is made as of the 18th day of July, 2016 by the Board of Directors of the **AMERICAN ENTOMOLOGICAL INSTITUTE, INC.**, a Florida not for profit corporation (hereinafter "Corporation").

PREMISES:

WHEREAS, the Corporation was formed, and has operated since its formation, exclusively for charitable, educational, and scientific purposes; and

WHEREAS, the Board of Directors of the Corporation determined that it is in the best interest of the corporation and the communities which it serves to dissolve the Corporation; and

WHEREAS, the Board desires to distribute the assets of the Corporation to one or more organizations described in Section 170(b)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements, covenants, and provisions contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Board of Directors set forth the Plan as follows:

ARTICLE 1 **GENERAL PLAN OF DISTRIBUTION**

1.1 **Distribution.** The Corporation, upon and/or in connection with the filing of Articles of Voluntary Dissolution with the Department of State of the State of Florida (the "Department") effecting the dissolution of the Corporation (the "Articles of Dissolution"), will distribute, subject to amounts held in reserve as provided for below, the assets as follows:

The American Entomological Institute Endowment to the H.K. Townes Endowment Fund, Department of Biology, Utah State University.

All tangible personal property of the corporation, including but not limited to insect specimens, cabinets, microscopes, books and office furniture to the Utah State University Department of Biology.

Compass Bank Checking Account ending in 5968 to the Utah State University Department of Biology.

Cash remaining after satisfaction of liabilities and upon release of Reserves to the H.K. Townes Spendable Fund, Department of Biology, Utah State University.

In the event any of the above recipients are unable or unwilling for any reason to receive and/or accept all or a portion of such assets, then those assets shall be distributed to any corporation or organization operated for charitable, education and scientific purposes serving the same or similar services as the Corporation, which is an organization recognized as being exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended.

ARTICLE 2

EFFECTIVE DATE AND EFFECT OF THE DISSOLUTION

2.1 **Effective Date.** This Plan has been approved by the Board of Directors, in accordance with the Articles of Incorporation, the corporation's bylaws and the applicable provisions of the Florida Not For Profit Corporation Act. It is to be effective upon the filing of the Articles of Dissolution with the Department (the "Effective Date").

2.2 **Upon the Dissolution.** Upon the Effective Date, the Corporation shall, through its authorized officers and/or directors, begin the process of transferring its assets as provided for in Article 1 above; provided any such transfers are made in accordance with Section 617.1406, Florida Statutes (2016).

2.3 **Dissolution of Corporate Existence.** The Corporation Following the Effective Date of this Plan, the Corporation shall continue its corporate existence only for the purpose of winding up and liquidating its affairs.

ARTICLE 3

DIRECTORS AND OFFICERS

The directors and officers of the Corporation shall have the authority to carry out the transactions contemplated in this Plan to affect the dissolution of the corporation under the Florida Not for Profit Corporation Act and the Internal Revenue Code, as applicable.

ARTICLE 4

RESERVES AND FUNDING

4.1 **Reserves.** The President or other designated officer shall retain funds or assets (or shall arrange for the retention of funds or assets) in an amount deemed appropriate by the Board to satisfy the outstanding obligations and liabilities of the Corporation (the "Reserves"). The Reserves established shall include sufficient funds and/or assets to satisfy: (i) known liabilities; and (ii) any other costs or expenses associated with the dissolution of the corporation (including accounting and other professional fees) but not satisfied prior to submission of the Articles of

Dissolution to the Secretary of State of the State of Florida, all as more particularly described on the attached Exhibit A.

4.2 **Funding and Release of Reserves.** The Reserves may be held in one or more accounts with one or more financial institutions (as may be established by the President) until such time as the liabilities, obligations, and expenses set forth on Exhibit B have been satisfied. Upon satisfaction of such liabilities, obligations and expenses, the Corporation or its designee shall distribute and transfer the remaining balance in any such accounts to Utah State University.


ARTICLE 5 **MISCELLANEOUS**

5.1 **Abandonment.** Notwithstanding anything to the contrary herein contained, this Plan, the dissolution of the corporation may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the filing of Articles of Dissolution.

5.2 **Amendment.** At any time before the filing of the Articles of Dissolution with the Secretary of State of the State of Florida, the Board of Directors may amend this Plan as they may deem necessary and appropriate. This Plan may not be amended except by an instrument in writing approved by the Board of Directors.

5.3 **Counterparts.** This Plan may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall together constitute one and the same instrument.

ADOPTED as of the day and year first above written.


ANDREW BENNET, Ph.D., Director

ANDREW DEANS, Ph.D., Director

DANIEL JANZEN, Ph.D., Director & President

JAMES LLOYD, Ph.D., Director & Treasurer

SCOTT MILLER, Ph.D., Director & Vice President

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DANIEL JANZEN, Ph.D., Director & President

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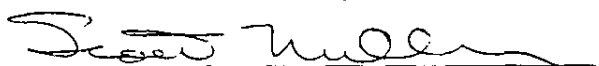
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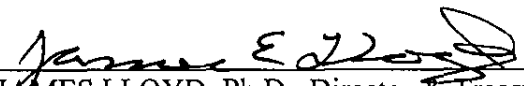
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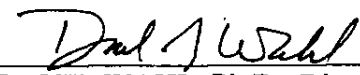
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DAVID WAHL, Ph.D., Director & Secretary

Exhibit "A"

Expenses

1. Tax return preparation fees for the 2016 fiscal year.
2. Final expenses related to the real property located at 3005 S.W. 56TH Avenue, Gainesville, Florida 32608-5047, including but not limited to utilities and final closing costs related to the sale of the property.
3. Other costs or expenses associated with the dissolution of the corporation (including but not limited to: (i) professional and other fees; and (ii) state filing fees and costs).