

N39326

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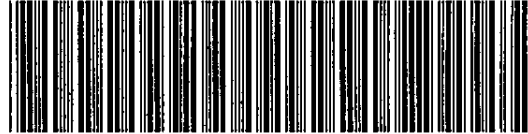
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DIVISION OF CORPORATIONS
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MAR 24 2016

C LEWIS

JANI E. MAURER
Attorney and Counselor at Law
500 N.E. Spanish River Boulevard • Suite 27
Boca Raton, Florida 33431-4517

Admitted in Florida
and New York

Tel. No. 561-392-4142
Fax No. 561-392-2063

March 14, 2016

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: M.A.I. Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing please find the Articles of Dissolution for the captioned Florida corporation. Also enclosed are a copy of the Plan of Dissolution, a copy of the Articles of Dissolution, a check in payment of the filing fee, certificate of status and certified copy, and a stamped, self-addressed return envelope. Please forward the certificate of status and certified copy of the Articles of Dissolution to the undersigned.

Please return all correspondence concerning this matter to Jani E. Maurer, Esq., 500 N.E. Spanish River Boulevard, Suite 27, Boca Raton, Florida 33431. For further information concerning this matter please contact the undersigned. Thank you for your assistance.

Sincerely,



Jani E. Maurer

JEM/em
encls.

certified mail - return receipt requested
cc: Ms. Marie A. Iandoli

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:

M.A.I. Foundation, Inc.

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

N.39326

THIRD: Adoption of Dissolution

SECTION I

(CHECK/COMPLETE ONE)

☒ The date of meeting of sole shareholder at which the resolution to dissolve was adopted Feb 6, 2016. 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

The date of adoption of the resolution by the board of directors was Feb 6th, 2016.

The number of directors in office was three (3) and the vote for resolution was three (3) for and none (0) against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: May 15, 2016.
(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: Maria A. Iandoli

Maria A. Iandoli, President

Filing Fee: \$35

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PLAN OF DISSOLUTION OF M.A.I. FOUNDATION, INC.

This Plan of Dissolution (the "**Plan**"), dated as of February 6, 2016, (the "**Plan Date**"), is intended to accomplish the dissolution and winding up of M.A.I. Foundation, Inc., a Florida not-for-profit corporation (the "**Corporation**"), in accordance with the Florida Business Corporation Act ("**FBCA**") and the Florida Not For Profit Corporation Act ("**FNFCP**") of the State of Florida.

1. **Approval of Adoption of Plan.** The directors of the Corporation (the "**Directors**") met on February 6, 2016 and voted to recommend to the shareholder of the Corporation (the "**Shareholder**") that the Corporation be dissolved, and approved dissolution and adopted the Plan of Dissolution set forth herein. The Corporation has elected to dissolve pursuant to the authority identified below. The Directors have adopted the following Plan for winding up and dissolving the Corporation.

a. The sole Shareholder of the Corporation met on February 6, 2016 (the "**Adoption Date**") and approved dissolution and adopted the Plan as recommended and approved by the Directors.

2. **General Authorization.** The Directors are authorized as of the Adoption Date, without further action by Shareholder, to do and perform or cause the Officers of the Corporation (the "**Officers**"), subject to approval of the Directors, 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 Directors, to implement the winding up of the business according to the Plan of Dissolution which is recommended and adopted by the Directors and Shareholder and the contemplated transactions, including, but not limited to:

a. Collecting all debts.

b. Selling all or substantially all of the assets of the Corporation.

c. Paying all expenses incurred in connection with the implementation of this Plan including, but not limited to, any consulting, professional and other fees and expenses of persons or entities providing services to the Corporation.

d. Satisfying, settling or rejecting all liabilities, debts or obligations of the Corporation whether by payment or by making adequate provisions for payment.

e. Prosecuting and defending actions or proceedings by or against the Corporation.

f. Distributing assets of the Corporation in the following sums to the entities named below, all of whom are tax-exempt public charities under I.R.C. § 501(c) and all of whom have been in existence for at least sixty (60) months:

Charity:	Address:	Sum:
St. Ambrose Church	380 S. Federal Highway Deerfield Beach, Florida 33433	\$150,000.00
Florence Fuller Child Development Center	200 N.E. 14th Street Boca Raton, Florida 33432	10,000.00
Mae Voelen Senior Center	1515 W. Palmetto Park Road Boca Raton, Florida 33486	10,000.00
YMCA	6631 Palmetto Circle South Boca Raton, Florida 33433	25,000.00
Mental Health Association	909 Fern Street West Palm Beach, Florida 33401	10,000.00
Lighthouse Center for the Blind	650 North Andrews Avenue Ft. Lauderdale, Florida 33311	10,000.00
American Heart Association	33 S.E. 7th Street, Suite N Boca Raton, Florida 33432	25,000.00
American Cancer Research Institute	3709 West Jetton Avenue Tampa, Florida 33629	20,000.00
Boys and Girls Club of Broward	877 N.W. 61st Street Ft. Lauderdale, Florida 33309	50,000.00
Palm Beach Habilitation Center	22313 Boca Rio Road Boca Raton, Florida 33433	25,000.00
American Lung Association	55 W. Wacker Drive, Suite 1150 Chicago, Illinois 60601	5,000.00
United Cerebral Palsy	3595 2nd Avenue North Palm Springs, Florida 33461	5,000.00
Opera Guild of Palm Beach (Children's Opera)	415 S. Olive Avenue West Palm Beach, Florida 33401-5905	15,000.00
Holy Cross Hospital Women's Center	1000 N.E. 56th Street Ft. Lauderdale, Florida 33334	10,000.00

Fort Lauderdale Museum of Art	1 East Las Olas Boulevard Ft. Lauderdale, Florida 33301	10,000.00
Western College Scholarship	325 S. Patterson Avenue Oxford, Ohio 45056-2499	10,000.00
American Breast Cancer Research	1025 Connecticut Avenue N.W. P.O. Box 96676 Washington, D.C. 20090-6676	5,000.00
Miami University of Ohio Scholarship	725 E. Chestnut Street Oxford, Ohio 45056	25,000.00
National Breast Cancer Research	1025 Connecticut Ave. N.W. P.O. Box 96676 Washington, D.C. 20090-2276	10,000.00
Florida Atlantic University	777 Glades Road Boca Raton, Florida 33431	<u>10,000.00</u>
	Total	<u>\$440,000.00</u>

Any remaining sum, if any, is to be distributed to the American Cancer Research Institute, a tax exempt charitable organization which has been in existence for over sixty (60) months, and whose address is 3709 West Jetton Avenue, Tampa, Florida 33629.

g. Filing all final tax returns, making final tax payments, and closing any tax accounts or obligations required by any state or federal law or regulation including, but not limited to, filing IRS Form 966 and the articles of dissolution to effect winding up the Corporation's affairs and dissolving the Corporation.

3. **Indemnification.** The Corporation shall continue to indemnify its Officers, Directors and employees in accordance with its articles of incorporation, bylaws, any contractual arrangements and its existing directors' and officers' liability insurance policy, if any, for acts and omissions in connection with the implementation of this Plan and the winding up of the affairs of the Corporation.

4. **Filing of Tax Forms.** The Corporation shall file final returns, pay final obligations and close all tax accounts listed below. The Corporation shall file:

a. Internal Revenue Service ("IRS") Form 990-PF with the IRS when due following the adoption of this plan.

b. Federal income tax return with the IRS not later than the 15th day of the third full month

following the date of dissolution, which is the Adoption Date for IRS purposes.

c. **IRS forms W2 and W3** for any payroll related withholding taxes, if any.

d. Any other tax filings with the IRS, Florida or any other state in which the Corporation transacts business, such as sales tax, payroll tax, workers' compensation, unemployment or franchise tax, when due, if any.

5. **Tax Clearance.** The Corporation shall satisfy all filing requirements and payment of all taxes and charges due as required by the State of Florida.

6. **Articles of Dissolution and Effective Date.** The Corporation shall prepare the Articles of Dissolution in accordance with the FBCA and FNFCP. The Corporation shall file the Articles of Dissolution with the Florida Department of State at any time during the winding up process. The Corporation shall be dissolved on the effective date of the Articles of Dissolution. The effective date is the recorded date and time of filing by the Florida Department of State unless otherwise specified by the Articles of Dissolution (the "**Effective Date**").

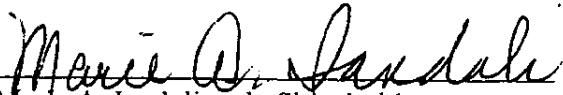
7. **Cessation of Business Activities.** The Corporation shall cease carrying on its business after the Effective Date of dissolution except as necessary to wind up and liquidate its business and affairs, including retaining such employees and consultants as necessary or desirable to carry out the winding up and dissolution of the Corporation.

8. **Notice of Winding Up.** The Corporation has elected not to incur the costs and obligations that are required when utilizing the optional notice procedures under Section 1406 of the FNPCP to limit liability for known claims, including contingent, conditional, non-liquidated or non-matured claims.

9. **Publication of Winding Up.** The Corporation has elected not to incur the costs and obligations necessary to employ the optional notice and claim procedures under Section 1407 of the FNPCP to identify and dispose of unknown claims under the shortened time periods provided in the statute.

IN WITNESS WHEREOF, the Corporation has approved dissolution and adopted this Plan of Dissolution by the following signatures as of the Plan Date listed above.

Date: February 6, 2016.


Marie A. Landoli, sole Shareholder,
President and Director

-5-

John B. Quirk *Truist*
John Quirk, Treasurer and Director

Sister Elizabeth Ross
Sister Elizabeth Ross, Director