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12/31/03

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dissolution

gpm

12/29/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Suncoast Compensation

Signature _____

Requested by:

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

✓ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

SUNCOAST COMPENSATION AND BENEFITS ASSOCIATION, INC.

ARTICLES OF DISSOLUTION

EFFECTIVE DATE
12/31/03

Suncoast Compensation and Benefits Association, Inc., a Florida not-for-profit corporation, executes the following Articles of Dissolution pursuant to Section 617.1403, Florida Statutes:

FIRST: The name of the corporation is Suncoast Compensation and Benefits Association, Inc. (the "Corporation").

SECOND: The Corporation's Articles of Incorporation were filed on September 24, 1990.

THIRD: The Corporation has thirty-seven (37) Members with voting rights. Twenty-two (22) Members approved these Articles of Dissolution and the Plan of Distribution of Assets by adoption of a resolution by written consent executed in accordance with Section 617.0701, Florida Statutes. The number of votes cast by Members in favor of the dissolution as evidenced by execution of the written consent is sufficient for approval of the dissolution.

FOURTH: The Corporation has no unpaid debts.

FIFTH: The date of adoption of the resolution by the Board of Directors to dissolve the Corporation was December 11, 2003.

SIXTH: The number of directors in office at the time of the vote was six (6) and the vote in favor of the dissolution resolution was six (6), which was sufficient for approval.

SEVENTH: The effective date of these Articles of Dissolution shall be December 31, 2003.

Signed this 18th day of December, 2003.

Suncoast Compensation and Benefits Association, Inc.

By: Barry Brown
Barry Brown
President

FILED
03 DEC 29 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNCOAST COMPENSATION AND BENEFITS ASSOCIATION, INC.

PLAN OF DISTRIBUTION OF ASSETS

Pursuant to Section 617.1406, Florida Statutes, the Members and the Board of Directors of Suncoast Compensation and Benefits Association, Inc. (the "Corporation"), a not-for-profit Florida corporation adopt the following plan for the distribution of assets:

1. All liabilities and obligations of the Corporation are to be paid and discharged before the distribution of any Corporation assets;
2. All assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, are to be returned, transferred, or conveyed in accordance with such requirements;
3. All 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 dissolution, are to 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 Corporation;
4. All other assets, if any, are to be distributed in accordance with the Articles of Incorporation or 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; and
5. All remaining assets are to be distributed by the Board of Directors, in its sole discretion, to one or more organizations which themselves are corporations not for profit or to a state or local government for exclusively public purposes.

I hereby certify that the above Plan of Distribution of Assets of Suncoast Compensation and Benefits Association, Inc. has been adopted in compliance with Section 617.1406(1), Florida Statutes.

Signed this 18th day of December, 2003.

Suncoast Compensation and Benefits Association, Inc.

By: Barry Brown
Barry Brown
President