

N42534

Florida Department of State
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Division of Corporations
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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
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DISSOLUTION OR WITHDRAWAL

DARDEN RESTAURANTS, INC. EMPLOYEE CLUB, INC.

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ARTICLES OF DISSOLUTION
of
DARDEN RESTAURANTS, INC. EMPLOYEE CLUB, INC.

Darden Restaurants, Inc. Employee Club, Inc., a Florida not-for-profit corporation (the "Corporation"), for the purpose of dissolving, pursuant to the provisions of Sections 617.1402 and 617.1403 of the Florida Not For Profit Corporation Act, as amended, hereby executes the following Articles of Dissolution:

- FIRST: The name of the Corporation as currently filed with the Florida Department of State is Darden Restaurants, Inc. Employee Club, Inc.
- SECOND: The document number of the Corporation is Document No. N42534.
- THIRD: The Corporation has no members entitled to vote on dissolution.
- FOURTH: On April 18, 2022, the Board of Directors of the Corporation unanimously approved the plan of complete liquidation, dissolution and distribution of assets, a copy of which is attached hereto as Exhibit A (the "Plan").
- FIFTH: Adequate provision has been made for the payment and discharge of all liabilities and obligations of the Corporation.
- SIXTH: There is no remaining property and assets of the Corporation to be distributed.
- SEVENTH: There are no actions pending against the Corporation in any court.
- EIGHTH: The effective date of the dissolution is upon the filing of these Articles of Dissolution.
- NINTH: That the President and Secretary, and any other individual duly authorized by the Corporation, are authorized and directed to file these Articles of Dissolution and the Plan with the Florida Department of State in order to effectuate these Articles of Dissolution.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed in its name by its President on this 18th day of April, 2022.



Claudia Baker, President

EXHIBIT A

PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND
DISTRIBUTION OF ASSETS

**PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND
DISTRIBUTION OF ASSETS**

April 18, 2022

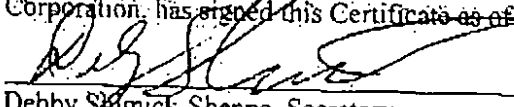
1. Darden Restaurants, Inc. Employee Club, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be completely liquidated and dissolved pursuant to the Florida Not For Profit Corporation Act, as amended (the "Act").
2. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.
3. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
4. Any assets received and held by the Corporation subject to limitations permitting their use 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, shall 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.
5. After payment of, or making provisions for, all liabilities of the Corporation and after compliance with Sections 3 and 4 of this Plan, as set forth above, all of the remaining property and assets of the Corporation, if any, of whatsoever kind and character and wherever located, shall be distributed to Darden Dimes, Inc. This distribution may occur all at once or in a series of payments and may be made in cash or in kind and in such manner and at such times as the authorized officers of this Corporation shall in their absolute discretion determine.
6. The liquidation and dissolution of the Corporation pursuant to the Plan shall be completed on or before **May 31, 2022**.
7. An individual duly authorized by the Corporation shall file with the Florida Department of State, as soon as practicable, Articles of Dissolution pursuant to the Act, along with any other forms required by state or federal law.

OFFICER'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Plan of Complete Liquidation, Dissolution and Distribution of Assets of Darden Restaurants, Inc. Employee Club, Inc., which has been duly adopted by the Board of Directors of the Corporation, is in compliance with the requirements of subsection (1) of Section 617.1406 of the Act.

[continued next page]

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of the Corporation, has signed this Certificate as of the date first written above.


Debby Samick-Sheppe, Secretary