

To: The Florida Dept. of State
Subject: 000650.92394
Division of Corporations

N42633

From: Ashley Smith

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Florida Department of State
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Account Number : 110450000714
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000650.92394

DISSOLUTION OR WITHDRAWAL

MID-WINTER SEMINARS, INC.

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ARTICLES OF DISSOLUTION
OF
MID-WINTER SEMINARS, INC.

The undersigned, Marc Morganstine, as President of MID-WINTER SEMINARS, INC., a Florida corporation (the "Corporation"), desiring to dissolve the Corporation pursuant to the provisions of Section 617.1403 of the Florida Statutes, hereby states as follows:

1. The name of the Corporation is MID-WINTER SEMINARS, INC., Document No. N42633.
2. According to the Corporation's Bylaws, the Board of Directors of the Corporation is responsible for authorizing dissolution of the Corporation. In a written consent of the three members of the Board of Directors of the Corporation, dated August 29, 2008, it was unanimously determined to be in the best interest of the Corporation to file Articles of Dissolution with the Florida Secretary of State to dissolve the Corporation.
3. In a written consent dated August 29, 2008, the Company's Board of Directors unanimously adopted and approved a plan of liquidation and distribution of assets, a copy of which is attached hereby as Exhibit A.
4. The dissolution of the Corporation shall be effective upon filing of these Articles of Dissolution.

The undersigned has executed these Articles of Dissolution this 29th day of August, 2008.

MID-WINTER SEMINARS, INC., a Florida
corporation

By: Marc Morganstine
Marc Morganstine, President

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Exhibit A

Plan of Liquidation and Distribution

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PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS
OF
MID-WINTER SEMINARS, INC.

This Plan of Liquidation and Distribution of Assets of Mid-Winter Seminars, Inc. (the "Company") is dated this 29th day of August, 2008.

WHEREAS, the dissolution of the Company was duly authorized by its board of directors on August 29, 2008;

WHEREAS, the Company elects to adopt a plan of distribution pursuant to Section 617.1406 of the Florida Business Not for Profit Corporations Act (the "Florida Statutes");

WHEREAS, the Company has paid or otherwise provided for the satisfaction of all claims and obligations of the Company known to the Company, including conditional, contingent, or unmatured contractual claims known to the Company;

WHEREAS, there are no pending actions, suits or proceedings to which the Company is a party; and

WHEREAS, there are no facts known to the Company indicating that claims that have not been made known to the Company or that have not arisen are likely to become known to the Company or to arise within ten years after the date of dissolution.

NOW THEREFORE, the Company adopts the following Plan of Liquidation and Distribution of Assets, which shall constitute a plan of distribution in accordance with Section 617.1406 of the Florida Statutes:

1. PAYMENT OF LIABILITIES AND OBLIGATIONS. The Company shall, as soon as practicable following the adoption of this Plan by the board of directors after the filing of a Articles of Dissolution of the Company in accordance with Florida Statutes, (a) pay or provide for the payment in full or in such other amount as shall be agreed upon by the Company and the relevant creditor the liabilities, obligations, fees and expenses described in paragraph 1 of the third recital hereof and (b) pay in full the obligations described in paragraph 2 of such third recital.

2. DISTRIBUTION OF ASSETS. The assets held by the Company upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, have been returned, transferred, or conveyed in accordance with such requirements. The assets received and held by the Company 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 the dissolution, have been transferred to Nova Southeastern University, Inc. The Company has no further assets to distribute.

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3. **INDEMNIFICATION.** The Company shall continue to indemnify its officers, directors, employees and agents in accordance with its amended articles of incorporation and bylaws and any contractual arrangements, for actions taken in connection with this Plan and the winding up of the affairs of the Company. The Board, in its sole and absolute discretion, is authorized to obtain and maintain insurance as may be necessary, appropriate or advisable to cover the Company's obligations hereunder, including without limitation directors' and officers' liability coverage.

4. **AMENDMENT OR MODIFICATION OF PLAN.** If for any reason the Board determines that such action would be in the best interests of the Company, it may amend or modify this Plan and all action contemplated thereunder, notwithstanding stockholder approval of this Plan, to the extent permitted by the Florida Statutes; provided, however, that the Company will not amend or modify this Plan under circumstances that would require additional stockholder approval under the Florida Statutes and/or the federal securities laws without complying with such laws.

5. **CANCELLATION OF STOCK AND STOCK CERTIFICATES.** Following the dissolution of the Company, the Company shall no longer permit or effect transfers of any of its stock, except by will, intestate succession or operation of law.

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