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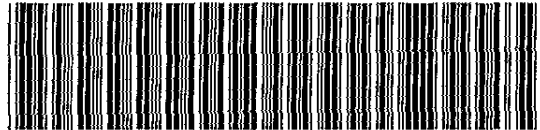
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 904115 4331939

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 43.75

ORDER DATE : January 23, 2003

ORDER TIME : 3:48 PM

ORDER NO. : 904115-005

CUSTOMER NO: 4331939

CUSTOMER: Ms. Susan A. Kozman
Greenberg Traurig, P.a.
401 East Las Olas Boulevard
Suite 2000
Fort Lauderdale, FL 33301

DOMESTIC FILINGS

NAME: FLORIDA PHILHARMONIC
ORCHESTRA FOUNDATION, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT# 1115
EXAMINER'S INITIALS: _____

FILED
03 JAN 23 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.**

Pursuant to Section 617.1403, Florida Statutes, the undersigned Florida not for profit corporation submits the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation filing these Articles of Dissolution is **FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.** (the "Corporation").
2. The date of the meeting of members at which the resolution to dissolve was adopted was August 29, 2002. The number of votes cast for dissolution was sufficient for approval.
3. The effective date of these Articles of Dissolution shall be the date set forth below.

IN WITNESS WHEREOF, the undersigned President of **FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.** has executed these Articles of Dissolution on behalf of the Corporation as of the 21st day of JANUARY, 2003.

By: 
Daniel R. Lewis, Chairman

OFFICER'S CERTIFICATE OF COMPLIANCE

FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.

Pursuant to Section 617.1406(4), Florida Statutes, the undersigned Chairman of **FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.** (the "Corporation") **DOES HEREBY CERTIFY** as follows:

1. Attached hereto as **Exhibit A** is a true, complete and correct copy of the Plan of Distribution of Assets of the Corporation.
2. Such Plan of Distribution of Assets of the Corporation was authorized at a meeting of the Corporation's Board of Directors on August 29, 2002 in compliance with Section 617.1406(1), Florida Statutes. The number of votes cast for the plan of distribution of assets was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chairman of **FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.** has executed this Officer's Certificate of Compliance as of the 21st day of JANUARY, 2003.

By: 
Daniel R. Lewis, Chairman

EXHIBIT "A"

PLAN OF DISTRIBUTION OF ASSETS

**PLAN OF DISTRIBUTION OF ASSETS OF
FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.**

1. Plan of Distribution. This Plan of Distribution of Assets (the "Plan") is intended to accomplish the complete distribution of assets and dissolution of **FLORIDA PHILHARMONIC ORCHESTRA FOUNDATION, INC.**, a Florida not for profit corporation ("Corporation"), pursuant to Section 617.1406, Florida Statutes. Such distribution and dissolution shall be accomplished in the following manner:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions be made therefor.

(b) 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.

(c) 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 the dissolution, shall be transferred or conveyed to The Florida Philharmonic Orchestra, Inc., a Florida non profit corporation, located in Broward County, Florida, having similar purposes as the Corporation and qualified under Section 501(c)(3) of the Internal Revenue Code, and if such organization does not exist, the assets shall be distributed in the discretion of the Board of Directors, to one or more organizations having their principal place of operation in Broward, Miami-Dade and Palm Beach Counties, Florida and qualified under Section 501(c)(3) of the Internal Revenue Code

2. Filing. A copy of the Plan, authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the requirements of Section 617.1406(1), Florida Statutes, shall be filed with the Florida Department of State.

3. Approval. This Plan will be considered adopted by the Corporation when approved and adopted by the Board of Directors of the Corporation upon receiving at least a majority of the votes which the Board of Directors of the Corporation are entitled to cast.

4. Abandonment. Upon the approval of the Plan by the Board of Directors of the Corporation, the Board of Directors may not abandon this Plan.

5. Authorization of Necessary Acts. The Board of Directors of the Corporation shall have the power and authority to adopt all resolutions and execute all documents, and are hereby authorized, empowered and directed to execute all documents, file all papers and take whatever action they may deem necessary or desirable for the purpose of effecting the complete distribution of assets and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the Plan. The officers shall be indemnified and held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.