

N44111

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DISSOLUTION OR WITHDRAWAL
PEMBROOK FOUNDATION, INC.

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ARTICLES OF DISSOLUTION

OF


PEMBROOK FOUNDATION, INC.

Pursuant to Section 617.1403, Florida Statutes, PEMBROOK FOUNDATION, INC., a Florida not-for-profit corporation (the "*Corporation*") submits the following Articles of Dissolution:

- FIRST: The name of the Corporation as currently filed with the Florida Department of State is PEMBROOK FOUNDATION, INC.
- SECOND: The document number of the Corporation is: N44111.
- THIRD: The Corporation has no members. Dissolution in accordance with Chapter 617, Florida Statutes, and the Plan of Distribution of Assets attached hereto as Exhibit "A" was authorized by the Board of Trustees of the Corporation on January 20, 2012, and the number of votes was sufficient for approval.
- FOURTH: The effective date of dissolution is upon filing.

PEMBROOK FOUNDATION, INC.

By:



David Holder
Executive Committee Member

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Exhibit "A"H12000034427 3**PLAN OF DISTRIBUTION OF ASSETS**

THIS PLAN OF DISTRIBUTION OF ASSETS (this "*Plan*") is made and approved by the Board of Trustees of PEMBROOK FOUNDATION, INC., a Florida not-for-profit corporation (the "*Corporation*") this 20th day of January, 2012.

A. At a Special Meeting of the Corporation's Board of Trustees (the "Board") held on January 20, 2012, the Board voted to formally ratify the action of the Corporation to distribute the assets of the Corporation by December 31, 2011 and dissolve pursuant to §617.1402, *Florida Statutes*, and distribute its assets in accordance with the following Plan of Distribution of Assets.

B. As such, the Board hereby approves, authorizes and consents to the following Plan of Distribution of Assets in accordance with §617.1406, *Florida Statutes*.

1. The Corporation has made arrangements for all liabilities and obligations of the Corporation to be paid and discharged, or adequate provisions otherwise made therefor.
2. 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;
3. 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 one or more domestic foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation;
4. Other assets, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and
5. Any remaining assets shall be distributed to persons, trusts, societies, organizations, or domestic or foreign corporations, whether profit or not for profit.

IN WITNESS WHEREOF, the Corporation has adopted this Plan of Distribution of Assets this 20th day of January, 2012.

CORPORATION:

PEMBROOK FOUNDATION, INC.

By: 

David Holder
Member, Executive Committee


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CERTIFICATE OF COMPLIANCE

I, the undersigned officer of the Corporation, hereby authenticate that the foregoing is a true and correct copy of the Plan of Distribution of Assets adopted by the Board of Trustees at a Special Meeting of the Board of Trustees called for that purpose, and I hereby certify that the requirements of subsection (1) of §617.1406, *Florida Statutes*, were complied with.

PEMBROOK FOUNDATION, INC.

By: 
David Holder
Member, Executive Committee

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