

N46954

Florida Department of State
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To:

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From:

Account Name : BAKER & HOSSTETLER LLP
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**DISSOLUTION OR WITHDRAWAL
HUGHES FOUNDATION, INC.**

Certificate of Status	0
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Page Count	02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/31/09



December 30, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HUGHES FOUNDATION, INC.
C/O SUNTRUST BANK
PO BOX 3838 - MAIL CODE FL-ORL-0720
ORLANDO, FL 32802

SUBJECT: HUGHES FOUNDATION, INC.
REF: N46954

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please fill in the date of adoption of the dissolution in paragraph 3. The actual date was left blank.

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Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H09000266502
Letter Number: 309A00039547

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ARTICLES OF DISSOLUTION
OF
HUGHES FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Dissolution are filed pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act, and provide as follows:

1. The name of the corporation is **HUGHES FOUNDATION, INC.** (the "Corporation").
2. The Corporation was formed in the State of Florida effective January 23, 1992, under Document No. N46954.
3. The members of the Board of Directors of the Corporation proposed dissolution of the Corporation to the Members of the Corporation, and the Members approved and authorized the dissolution of the Corporation pursuant to a Joint Action by Unanimous Written Consent of the Members and the Board of Directors dated December 18, 2009 (the "Joint Action").
4. The Board of Directors authorized the dissolution of the Corporation pursuant to the Joint Action.
5. All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefore.
6. All remaining property and assets of the Corporation shall be distributed pursuant to a Plan of Distribution, a copy of which is attached hereto as Exhibit A.
7. Dissolution of the Corporation shall be effective on the date these Articles of Dissolution are filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on behalf of the Corporation this 30th day of December, 2009.

HUGHES FOUNDATION, INC., a Florida
not for profit corporation

By: David H. Hughes
David H. Hughes, Secretary

Exhibit A

HUGHES FOUNDATION, INC.

PLAN OF DISTRIBUTION

THIS PLAN OF DISTRIBUTION (the "Plan"), dated this 30th day of December, 2009 (the "Effective Date"), has been adopted by the Members and the Board of Directors of **HUGHES FOUNDATION, INC.**, a Florida not for profit corporation (the "Company"), and sets forth the terms and conditions under which the Company shall distribute its assets following dissolution.

1. **Consent to Distribution.** Pursuant to that certain Joint Action by Unanimous Written Consent of the Members and Board of Directors of even date herewith, the Members and the Board of Directors have consented to the dissolution of the Company and to the winding-up of the Company's affairs in an orderly manner, the satisfaction of its creditors claims, and the distribution of its assets in accordance with this Plan and Section 617.1406, Florida Statutes.

2. **Distribution of Assets.** Following the liquidation of the assets of the Company, the officers of the Company shall distribute the assets of the Company, pursuant to this Plan and Section 617.1406, Florida Statutes, as follows:

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

(b) Assets held by the Company 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 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, 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 dissolving Company;

(d) 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 the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(e) Any remaining assets of the Company will be distributed fifty percent (50%) to David and Linda Hughes Foundation, Inc., a Florida not for profit tax-exempt charitable corporation, and fifty percent (50%) to the Jacqueline C. and Vincent S. Hughes Foundation, Inc., a Florida not for profit tax-exempt charitable corporation.

IN WITNESS WHEREOF, the undersigned, as an authorized officer of the Company, has caused this Agreement to be executed on the day and year first above written.

HUGHES FOUNDATION, INC., a Florida not
for profit corporation

By: **[EXHIBIT - DO NOT SIGN]**
David H. Hughes, Secretary