

# N50319

## DE LA CRUZ & CUTLER

A PROFESSIONAL ASSOCIATION  
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February 19, 1997

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

000002101680--3  
-03/03/97--01002--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Against All Odds, Inc., a Florida not-for-profit corporation.

Dear Sir/Madam:

Enclosed are: 1) the original Articles of Dissolution, 2) the original Plan for Liquidation and Distribution of Assets, with an officer's certificate of compliance attached thereto, as required under section 617.1406, F.S., and 3) a check for \$35.00, payable to Department of State, representing your filing fee for filing said documents, all for the dissolution of the above-referenced corporation.

Please file same and send confirmation of the dissolution of the above-referenced corporation to the undersigned as soon as possible in the self-addressed stamped envelope attached hereto for your convenience.

Thank you for your time and attention. Should you have any questions, please contact the undersigned.

Sincerely,

DE LA CRUZ & CUTLER, P.A.

By: \_\_\_\_\_

*Fernando J. Portuondo*  
Fernando J. Portuondo

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF DISSOLUTION OF  
AGAINST ALL ODDS, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to 617.1403, Florida Statutes, and other applicable Florida law, the undersigned Corporation adopts these Articles of Dissolution:

FIRST: The name of the Corporation is AGAINST ALL ODDS, INC., a Florida not-for-profit corporation (hereinafter "the Corporation").

SECOND: The dissolution of the Corporation was approved and authorized on February 19, 1997, at a meeting of the Members of the Corporation, at which the resolution to dissolve was adopted, and at which the number of votes cast for dissolution was sufficient for approval, and such resolution was adopted by written consent of the Members of the Corporation and executed in accordance with 617.0701, F.S.

THIRD: The effective date of these Articles of Dissolution shall be February 19, 1997.

Executed on February 19, 1997 in Miami, Florida, Dade County.

AGAINST ALL ODDS, INC.,  
a Florida not-for-profit corporation.

By:   
Ronald Gitlan, Pres./Dir.

This instrument prepared by,  
or under the supervision of,  
Fernando J. Portuondo, Esq.  
De La Cruz & Cutler, P.A.  
241 Sevilla Avenue, Ste. 805  
Coral Gables, Florida 33134  
305/446-0100

**PLAN OF LIQUIDATION AND DISTRIBUTION  
OF ASSETS OF AGAINST ALL ODDS, INC.**

1. On February 19, 1997, the Board of Directors of AGAINST ALL ODDS, INC., a Florida not-for-profit corporation (hereinafter "the Corporation"), adopted a resolution that the Corporation be resolved, and said recommendation was approved by the Members of the Corporation at a properly noticed meeting;

2. The Board of Directors of the Corporation has determined that it is in the best interest of the Corporation, and of its members, that the Corporation be dissolved and that the liquidation of the Corporation and the distribution of its assets, if any, be made pursuant to a formal, written plan of liquidation and distribution of assets, under which the Corporation shall be completely liquidated and dissolved, and all of its known debts and liabilities shall be paid or otherwise provided for, all in compliance with 617.1406, Florida Statutes, and other applicable Florida law. This plan shall become effective on the date that it is approved and adopted by the vote or written consent of the Members and Directors of the Corporation;

3. As required by 617.1406, Florida Statutes, this plan provides for the following:
- (i) all liabilities and obligations of the Corporation must be paid and discharged, or adequate provisions be made therefor;
  - (ii) assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, must be returned, transferred, or conveyed in accordance with such requirements;
  - (iii) 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, must be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of this dissolving Corporation;
  - (iv) other assets, if any, must be distributed in accordance with the provisions of the articles of incorporation or the by-laws to the extent that the articles of incorporation or the by-laws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and,
  - (v) any remaining assets must be distributed to such persons, trusts, societies, organizations, domestic or foreign corporations, whether for profit or not for profit, as may specified in this plan;

4. The Corporation presently has several low vision aids, in the approximate value of \$400.00. Same 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 this dissolving Corporation, as required by 617.1406, Florida Statutes, and other applicable Florida law.

5. Upon dissolution of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose, as required under the by-laws of the Corporation.

Executed on February 19, 1997 in Miami, Florida, Dade County.

AGAINST ALL ODDS, INC.,  
a Florida not-for-profit corporation.


By: Ronald Gillan  
Ronald Gillan, Pres./Dir.

Ronald Gillan  
Ronald Gillan, as director.

Morton Bond  
Morton Bond, as director.

CERTIFICATE

Ronald Gittan, as President of the Corporation, hereby certifies that the foregoing plan for liquidation and distribution complies with the requirements of subsections (1) and (2) of 617.1406, Florida Statutes.

  
Feb. 19, 1997.  
Ronald Gittan, as President  
of the Corporation.

This instrument prepared by,  
or under the supervision of:  
Fernando J. Portuondo, Esq.  
De La Cruz & Cutler, P.A.  
241 Sevilla Avenue, Ste. 805  
Coral Gables, Florida 33134  
305/446-0100