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**DISSOLUTION OR WITHDRAWAL  
ENTERPRISE FLORIDA, INC.**

Certificate of Status	0
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Page Count	13
Estimated Charge	\$35.00

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**ARTICLES OF DISSOLUTION  
OF  
ENTERPRISE FLORIDA, INC.**

1. The name of this not-for-profit corporation is **ENTERPRISE FLORIDA, INC.** (the "Corporation").

2. The Corporation has no members.

3. On May 31, 2023, the Governor of the State of Florida signed into law Committee Substitute for Committee Substitute for House Bill 5 titled "An act relating to economic programs" ("**HB 5**").

4. HB 5 transferred all duties, functions, records, pending issues, existing contracts, administrative authority, administrative rules, unexpended balances of appropriations, allocations and other public funds relating to Corporation to the newly named State of Florida Department of Commerce (the "**Department of Commerce**"), thus fulfilling the Corporation's purpose.

5. In a meeting of the Corporation's Board of Directors (the "**Board**") held on June 7, 2023, the Board resolved to delegate to the Board's executive committee, a committee established by the Board pursuant to section 288.9015(2)(f), Florida Statutes, and Article IV of the Corporation's Bylaws (the "**Executive Committee**"), the authority to take any and all actions on behalf of the Board necessary to effectuate and implement the provisions of HB 5 (the "**Delegation Resolutions**"). A copy of the Delegation Resolutions is attached as Exhibit A.

6. To carry out HB 5's mandate, on September 27, 2023, in a meeting of the Executive Committee where 9 of 12 members were present, the Executive Committee resolved, among other things, to (i) adopt a plan for the complete liquidation and dissolution of the Corporation (the "**Plan**"); (ii) appoint Matthew Swanson, the Corporation's Senior Vice President and Chief Financial Officer and Robert Harvey, the Corporation's General Counsel, as managers (the "**Managers**"), acting jointly or individually, to oversee the complete liquidation and dissolution of the Corporation pursuant to the Plan; and (iii) authorize and direct the Managers to file Articles of Dissolution pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act (the "**Dissolution Resolutions**"). A copy of the Dissolution Resolutions is attached as Exhibit B.

*[Signature on following page]*

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The undersigned, being a Manager duly appointed and authorized by the Executive Committee Board of Directors to execute these Articles of Dissolution, has executed these Articles of Dissolution on this 1st day of December, 2023.

DocuSigned by:

Robert Harvey

Robert Harvey  
Manager and General Counsel  
Enterprise Florida, Inc.

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Exhibit A

**Delegation Resolutions**

[See attached]

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**ENTERPRISE FLORIDA, INC.  
BOARD OF DIRECTORS**

**RESOLUTIONS DELEGATING AUTHORITY TO THE ENTERPRISE FLORIDA, INC.  
EXECUTIVE COMMITTEE**

The Board of Directors ("Board of Directors") of Enterprise Florida, Inc., a not-for-profit corporation organized under the laws of the State of Florida ("EFI"), adopted the following resolutions on June 7, 2023, at a meeting that was duly called and with a quorum present pursuant to its By-laws.

**WHEREAS**, on May 4, 2023, the Legislature passed Committee Substitute for Committee Substitute for House Bill 5 titled "An act relating to economic programs" ("HB 5");

**WHEREAS**, HB 5 transfers the duties and functions of EFI to the newly created Department of Commerce and to other entities and requires EFI to coordinate the development and implementation of a transition plan with the Department of Commerce to effectuate the purposes of HB 5;

**WHEREAS**, EFI has established an Executive Committee pursuant to section 288.9015(2)(f), Florida Statutes, consisting of Freddie Figgers, Holly Borgmann, Leo Govoni, Nick Miceli, Danny Gackwad, Margy Grant, Reeves Valentine, Jeff Hendry, Sonya Deen Hartley, Belinda Keiser, Sonya Montgomery, and Crystal Stiles ("Executive Committee"), with the authority to act on behalf of the Enterprise Florida, Inc. Board of Directors in all areas lawfully delegated to it by the Board and, any authority not delegated by the Board, may be ratified by the Board at a subsequent Board meeting;

**WHEREAS**, HB 5 will take effect on July 1, 2023, and requires extensive actions in order to ensure compliance and implementation by the deadlines set out in the bill; therefore, the Board of Directors wishes to delegate its authority to the Executive Committee to expedite these efforts and comply with the provisions of HB 5.

**NOW, THEREFORE, IT IS HEREBY:**

**RESOLVED**, that, subject to section 617.0825(3)(a) of Florida's Corporations Not For Profit Act, section 288.9015(2)(f), Florida Statutes, EFI's Articles of Incorporation and its By-laws, the Executive Committee is hereby delegated authority to act on behalf of the Board of Directors and to take any and all actions necessary to effectuate and implement the provisions of HB 5, working in concert with the Governor, the Department of Economic Opportunity and its successor agency the Department of Commerce, the Legislature, and all applicable units of state and local government and private entities;

**RESOLVED**, that the Executive Committee is hereby delegated authority to exercise all rights and powers permitted by Florida law, EFI's Articles of

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Incorporation and its By-laws, including, but not limited to, the power to do all acts necessary or proper for the administration of EFI's affairs and the attainment of its purposes and to delegate such authority to EFI's President and her designees, as may be appropriate.

**RESOLVED**, that EFI's President, or her designees, be and hereby are authorized and directed, in the name and on behalf of EFI, to take any and all such further actions and to prepare, execute, and deliver or cause to be prepared, executed, and delivered, all such further documents, certificates, and undertakings and to incur all such fees and expenses, as in her judgment shall be appropriate to carry out the purpose and intent of any and all of the foregoing resolutions.

**CERTIFICATION**

I, the undersigned, Vice Chairman of EFI, a not-for-profit corporation organized under the laws of the State of Florida, do hereby certify that on June 7, 2023, the Board of Directors met at a meeting that was duly called and with a quorum present pursuant to its By-laws, and the Board of Directors after due consideration and discussion amongst the Directors affirmatively voted and adopted the foregoing resolutions.

DocuSigned by:  
*Freddie Figgers*  
Freddie Figgers  
Vice Chairman  
Enterprise Florida, Inc.

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Exhibit B

**Dissolution Resolutions**

*[See attached]*

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**ENTERPRISE FLORIDA, INC.**

**RESOLUTIONS OF THE EXECUTIVE COMMITTEE OF BOARD OF  
DIRECTORS**

**Adoption of Plan of Complete Liquidation and Dissolution**

The Executive Committee of the Board of Directors ("Executive Committee") of Enterprise Florida, Inc., a Florida not-for-profit corporation ("EFI"), adopted the following resolutions on September 27, 2023 at a meeting that was duly called and with a quorum present pursuant to its Bylaws.

**WHEREAS**, the Florida Legislature passed and the Governor signed into law Committee Substitute for Committee Substitute for House Bill 5 titled "An act relating to economic programs" which was codified as Chapter 2023-173, Laws of Florida ("**HB 5**");

**WHEREAS**, HB 5 transfers the duties and functions of EFI to the newly created Florida Department of Commerce (the "**Department of Commerce**") and to other entities and requires EFI to coordinate the development and implementation of a transition plan with the Department of Commerce to effectuate the purposes of HB 5;

**WHEREAS**, EFI has established an Executive Committee pursuant to Section 288.9015(2)(f), Florida Statutes, and Article IV of EFI's Bylaws (the "**Executive Committee**") with the authority to act on behalf of the Board of Directors of EFI in all areas lawfully delegated to it by the Board;

**WHEREAS**, on June 7, 2023, the Board of Directors of EFI delegated authority to the Executive Committee to act on behalf of the Board to take any and all actions necessary to effectuate and implement the provisions of HB 5, working in concert with the Governor, the Department of Commerce, the Legislature, and all applicable units of state and local government and private entities;

**WHEREAS**, the officers of EFI have prepared a Plan of Complete Liquidation and Dissolution in the form attached as Exhibit A to these resolutions (the "**Plan**") for the purpose of effecting the orderly liquidation of EFI in accordance with the Florida Not For Profit Corporation Act (the "**Florida Act**") and HB 5; and

**WHEREAS**, the Executive Committee deems it advisable and in the best interest of EFI to adopt the Plan and for EFI to be liquidated and dissolved in accordance with the Plan.

**NOW THEREFORE**, it is hereby:

**RESOLVED**, that the Plan is hereby approved and adopted on behalf of the Board and EFI; and

**FURTHER RESOLVED**, that EFI proceed to be completely liquidated and dissolved in accordance and pursuant to the following Plan, and, in connection therewith, EFI is authorized

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and directed to transfer all of its assets and rights to the Department of Commerce or a direct support organization in accordance with the terms of the Plan; and

**FURTHER RESOLVED**, that the Executive Committee hereby appoints Matthew Swanson, Senior Vice President and the Chief Financial Officer of EFI, and Robert Harvey, the General Counsel of EFI, as Managers, acting jointly or individually, to oversee the disposition of EFI's assets and EFI's liquidation and winding up pursuant to the Plan, or any successor person(s) as the initial Managers may later designate (the "Managers"); and

**FURTHER RESOLVED**, that following the adoption of the Plan, the Managers are authorized and directed to file Articles of Dissolution pursuant to section 617.1403 of the Florida Statutes, and to execute all other instruments and do all other things the Managers deem advisable to wind up the affairs of EFI, pursuant to the Florida Act and HB 5; and

**FURTHER RESOLVED**, the Managers and other officers of EFI (collectively, the "Authorized Persons"), be, and hereby are, authorized and directed for and on behalf of EFI, to execute, deliver, file and/or record in the name and on behalf of EFI, such documents as such Authorized Person, in his or her sole judgment, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of the foregoing resolutions, the authorization therefor to be conclusively evidenced by the execution and delivery of such documents the taking of such action; and

**FURTHER RESOLVED**, that each Authorized Person, be and hereby is, authorized and directed, for and on behalf of EFI, to do all things necessary, appropriate or desirable in order to effectuate the purposes and intents of the foregoing resolutions, including, but not limited to, the negotiation, preparation, execution and delivery of any and all required agreements, certificates, instruments and other documents, the taking of any and all other necessary, appropriate or desirable actions and the payment of all fees incurred in connection with any of the foregoing; and

**FURTHER RESOLVED**, that all actions heretofore taken by any Authorized Person in furtherance of the foregoing are hereby ratified, approved, adopted and confirmed in all respects and all documentation heretofore delivered by Authorized Person in furtherance of the foregoing are hereby ratified, approved, adopted and confirmed in all respects.

#### CERTIFICATION

The undersigned, as Vice Chairman of the Board of Directors of Enterprise Florida, Inc., hereby certifies that on September 27, 2023, the Executive Committee met at a meeting that was duly called and with a quorum present pursuant to its Bylaws, and the Executive Committee after due consideration and discussion among its members affirmatively voted and adopted the foregoing resolutions.

DocuSigned by:

*Freddie Figgers*

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Freddie Figgers  
Vice Chairman  
Board of Directors

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EXHIBIT A

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ENTERPRISE FLORIDA, INC.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

September 27, 2023

This Plan of Complete Liquidation and Dissolution (the "Plan") is for the purpose of effecting the orderly liquidation of Enterprise Florida, Inc., a Florida not-for-profit corporation ("EFI"), in accordance with the Florida Not For Profit Corporation Act (the "Florida Act"), Committee Substitute for Committee Substitute for House Bill 5 titled "An act relating to economic programs" which was passed by the Florida Legislature and signed into law by the Governor and codified as Chapter 2023-173, Laws of Florida ("HB 5"), and the transition plan developed and implemented between the Florida Department of Commerce (the "Department of Commerce") and EFI pursuant to HB 5 (the "Transition Plan") as follows:

The Board of Directors of EFI (the "Board") has established an Executive Committee pursuant to section 288.9015(2)(f), Florida Statutes, and Article IV of EFI's Bylaws (the "Executive Committee") and on June 7, 2023, delegated to it the authority to act on behalf of the Board and to take any and all actions necessary to effectuate and implement the provisions of HB 5, working in concert with the Governor, the Department of Commerce, the Legislature, and all applicable units of state and local government and private entities.

The Executive Committee has determined that pursuant to the requirements of HB 5 that it is advisable and in the best interests of EFI that EFI commence an orderly liquidation as soon as practicable, and has appointed Matthew Swanson, the Senior Vice President and Chief Financial Officer of EFI, and Robert Harvey, the General Counsel of EFI, as Managers, acting jointly or individually, to oversee the disposition of EFI's assets and EFI's liquidation and winding up, or any successor person(s) as the initial Managers may later designate (the "Managers"). The Managers shall be deemed officers of EFI for the purposes of implementing this Plan.

1. Adoption of Plan. The Executive Committee has adopted resolutions deeming it advisable and in the best interests of EFI to dissolve and liquidate EFI and adopt the Plan. The date of the approval of the Plan by the Executive Committee shall be deemed to be the "Adoption Date".
2. Transfer of Certain Assets, Rights and Duties. Pursuant to HB 5 and the Transition Plan, all duties, functions, records, pending issues, existing contracts, administrative authority, administrative rules, and unexpended balances of appropriations, allocations, and other public funds relating to EFI, shall be transferred as promptly as practicable to the Department of Commerce, except as otherwise provided in this Plan or the Transition Plan. The Managers are hereby authorized and directed to take all actions that they determine, in their absolute discretion, to be necessary or appropriate to accomplish the foregoing.
3. Deadline for Completion. Pursuant to HB 5, EFI may continue with such powers, duties, functions, records, offices, personnel, property, pending issues, and existing contracts as provided in Florida Statutes 2022 until December 1, 2023, except that the Board of Directors of EFI shall stand repealed on October 1, 2023.

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4. Transfer of Certain Assets, Rights and Duties to SelectFlorida, Inc. Pursuant to HB 5 and the Transition Plan, EFI shall transfer its powers, duties, functions, records, offices, personnel, property, pending issues, and existing contracts related to international business development and trade to SelectFlorida, Inc., a direct-support organization created under section 288.012, Florida Statutes. The Managers are hereby authorized and directed to take all actions that they determine, in their absolute discretion, to be necessary or appropriate to accomplish the foregoing prior to December 1, 2023.

5. Nature of Transfers. Pursuant to HB 5 and the Transition Plan, the transfer of any program, activity, duty, or function to the Department of Commerce or SelectFlorida, Inc., as applicable, shall include the transfer of any records and unexpended balances of appropriations, allocations, or other funds related to such program, activity, duty, or function. Unless otherwise provided, the Department of Commerce or SelectFlorida, Inc., as applicable, as successor to any program, activity, duty, or function transferred shall become the custodian of any property of the organization that was responsible for the program, activity, duty, or function immediately prior to the transfer.

6. Effect on Transfer of Contracts. Pursuant to HB 5, any binding contract or interagency agreement existing before December 1, 2023, between EFI and any other agency, entity, or person shall continue as a binding contract or agreement for the remainder of the term of such contract or agreement on Department of Commerce or SelectFlorida, Inc., as applicable, as successor to such contract or agreement. The Managers are hereby authorized and directed to take all actions that they determine, in their absolute discretion, to be necessary or appropriate to accomplish the foregoing prior to December 1, 2023.

7. Transfer of Certain Funds to SelectFlorida, Inc., the Florida Tourism Industry Marketing Corporation, or the Florida Sports Foundation. Pursuant to HB 5, any funds held in trust which were donated to or earned by the Division of International Trade and Business Development, the Division of Sports Industry Development, or the Division of Tourism Marketing of EFI, shall be transferred to SelectFlorida, Inc., the Florida Tourism Industry Marketing Corporation, or the Florida Sports Foundation, as appropriate, for the original purposes of the funds. The Managers are hereby authorized and directed to take all actions that they determine, in their absolute discretion, to be necessary or appropriate to accomplish the foregoing.

8. Submissions to Federal Departments or Agencies. EFI shall coordinate with the Department of Commerce to submit in a timely manner to the applicable federal departments or agencies any necessary amendments or supplemental information concerning plans which the state or one of the entities is required to submit to the Federal Government in connection with any federal or state program. EFI shall coordinate with the Department of Commerce to seek any waivers from the requirements of federal law or rules which may be necessary to administer the provisions of this act. The Managers are hereby authorized and directed to take all actions that they determine, in their absolute discretion, to be necessary or appropriate to accomplish the foregoing.

9. Corporate Action Following Adoption of the Plan. From and after the Adoption Date, the Managers shall complete the following corporate actions:

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(a) EFI shall collect and transfer all of its remaining property and assets in one or more transactions upon such terms and conditions as the Managers, in their absolute discretion, deem expedient and in the best interests of EFI. It is understood that EFI will be permitted to commence the transfer of any of its remaining assets as soon as possible following the adoption of this Plan, and, to the extent that EFI has already commenced the transfer of its assets, such transfers are hereby ratified and approved. EFI will not be required to obtain appraisals, fairness opinions, or other third-party opinions as to the value of its properties and assets in connection with the liquidation. In connection with such collection and transfer, the Managers shall use reasonable efforts to collect or make provision for the collection and/or transfer of all accounts receivable, debts and claims owing to EFI, if any.

(b) EFI shall transfer to the Department of Commerce or SelectFlorida, Inc., as applicable, in accordance with the provisions in this Plan, the Transition Plan, the Florida Act, and HB 5, available cash, if any, including the cash proceeds of any disposition, except such cash, property or assets as are required for paying or making reasonable provision for the known liabilities and obligations of EFI ("Available Cash"). Any such transfer may occur in one or more series of transfers and shall be in cash or assets, in such amounts, and at such time or times, as the Managers, in their absolute discretion, may determine. [If and to the extent deemed necessary, appropriate or desirable by the Managers, in their absolute discretion, EFI may establish and set aside a reasonable amount of cash and/or property (the "Contingency Reserve") to satisfy claims against and any unmatured or contingent liabilities and obligations of, EFI, including, without limitation, tax obligations, and all expenses of the disposition of EFI's property and assets, of the collection and defense of EFI's property and assets, and the liquidation and dissolution provided for in this Plan.]

(c) EFI shall file final federal and comparable state income tax reporting forms as required by applicable law, and such additional forms and reports with the Internal Revenue Service or other governmental agencies as may be necessary or appropriate in connection with the Plan and its implementation. The Managers and EFI's other officers shall be authorized to cause EFI to make such elections for tax purposes and to take such actions as are deemed appropriate and in the best interest of EFI. EFI shall make arrangements authorizing one or more representatives or agents to maintain EFI's records as may be appropriate for purposes of any tax audit of EFI occurring during the process of dissolution or after liquidation.

10. Dissolution. Following the Adoption Date, when Managers determine, in their absolute discretion, that EFI has sufficient funds to satisfy EFI's obligations, liabilities, and expenses in full, then the Managers are authorized and directed to file Articles of Dissolution pursuant to section 617.1403 of the Florida Statutes, and to execute all other instruments and do all other things the Managers deem advisable to wind up the affairs of EFI, pursuant to the Florida Act, the Transition Plan, and HB 5. Adoption of this Plan shall constitute approval by Board of any such filing of a Articles of Dissolution as its act and as a part hereof as if set forth fully herein.

11. Provision for Liabilities. In lieu of the Managers giving notice of the dissolution and the procedures and deadlines for the presentment of claims against EFI pursuant to section 617.1408(2)-(9) of the Florida Statutes, which notice and procedure the Executive Committee has determined not to undertake, the Managers shall, pursuant to section 617.1408(10)) of the Florida Statutes, cause EFI to pay or make reasonable provision for the payment in full of all known claims

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and obligations, including all contingent, conditional, or unmatured claims known to EFI and all claims that are known to EFI but for which the identity of the claimant is unknown.

12. Limited Continuation of EFI. Following the filing of Articles of Dissolution, EFI shall not engage in any further business activities except for the period set forth in and purposes allowed by section 617.1405 of the Florida Statutes and HB 5, including without limitation the purpose of implementing any claims procedures, prosecuting or defending suits, liquidating, dissolving and/or winding up any and all subsidiaries of EFI, and engaging in such activities as are necessary to enable EFI to gradually settle and close its business, liquidate, dispose of and convey its property, discharge its liabilities and transfer any remaining assets to the Department of Commerce or SelectFlorida, Inc., as applicable. The Managers and the officers of EFI then in office shall continue in office solely for these purposes and shall cease to be officers of EFI upon the earlier of the completion of these activities, the date of their respective resignations, or the expiration of the continuation period set forth in section 617.1405 of the Florida Statutes.

13. Continuing Employees and Consultants. For the purpose of effecting the dissolution of EFI and winding up of EFI's affairs, the Managers may hire or retain, in the Managers' sole discretion, such employees, consultants and other advisors as the Managers deem necessary or advisable to accomplish such dissolution and winding up in accordance with this Plan and the Florida Act, until all affairs of EFI are settled and closed. EFI may, in the absolute discretion of the Managers, but subject to applicable legal and regulatory requirements, pay EFI's officers, employees, consultants, independent contractors, agents, advisors and representatives, or any of them, their regular compensation for their services to EFI.

14. Expenses of Liquidation. The Managers shall provide, from the assets of EFI, funds for payment of the reasonable expenses of the dissolution and winding up of EFI's affairs, including filing fees and other costs required in connection with implementation of this Plan, any fees and expenses of persons rendering services to EFI in connection with the collection and disposition of EFI's property and assets, continuation of employees and/or consultants engaged in the dissolution and winding up process, accountants' and attorneys' fees and expenses, and other reasonable fees and expenses incurred in connection with the dissolution and winding up process.

15. Amendment, Modification or Abandonment of Plan. To the extent permitted by the Florida Act, the Transition Plan, and HB 5, at any time before or after the filing of the Articles of Dissolution, the Managers may waive, modify or amend any aspect of this Plan and may provide for exceptions to or clarifications of the terms of this Plan. The Managers (and any other person or body authorized by the Board or the Executive Committee) shall also have the power and authority to interpret this Plan and to make any and all determinations necessary or advisable to apply this Plan to any event, fact or circumstance.

16. Further Actions. The Managers are hereby authorized, to do and perform, or cause the officers, employees, agents and representatives of EFI to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, assignments, certificates and other documents of every kind which are deemed necessary, appropriate or desirable, in the absolute discretion of the Managers, to implement this Plan and the transactions contemplated hereby, including, without limitation, all filings or acts required by any state or federal law or regulation to wind up EFI's affairs.

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