

N93000002380

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

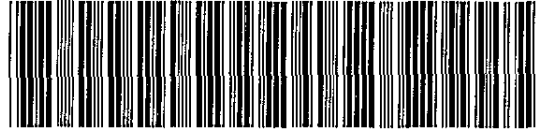
(Business Entity Name)

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*Void/dis  
T. Lewis*

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05 MAY 18 PM 1:49  
TALLAHASSEE, FLORIDA



**Photo Marketing Association International**

3000 Picture Place, Jackson, Michigan 49201 USA  
(517) 788-8100 • Fax (517) 788-8371  
PMA Home Page: [www.pmai.org](http://www.pmai.org)

April 26, 2005

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Florida Environmental Advisory Council, Inc.  
Reference # N93000002380

Enclosed please find a check for \$43.75 to cover the cost of filing the articles of dissolution for the Florida Environmental Advisory Council, Inc. and to provide certified copies of the dissolution documents.

Please send the certified copies to the following address:

Photo Marketing Association International  
Regulatory Activities Department  
3000 Picture Place  
Jackson, MI 49201

In you have any questions concerning this request please contact me at 517-788-8100 ext 127 or [Snoble@pmai.org](mailto:Snoble@pmai.org).

Regards,

Steven Noble  
Executive, Regulatory Activities  
Photo Marketing Assn. International  
517-788-8100

President  
**FRED H. LERNER**  
Ritz Interactive, Inc.  
2010 Main Street, Suite 400  
Irvine, CA 92614  
USA

President-Elect  
**HUBERT ROTHÄRMEL**  
CeWe Color AG & Co OHG  
Meerweg 30/32  
26133 Oldenburg  
GERMANY

Vice President  
**KEN STRAWBRIDGE**  
Strawbridge Studios, Inc.  
P.O. Box 3005  
Durham, NC 27715  
USA

Treasurer  
**LARRY CAPODILUPO**  
ICL Imaging  
51 Mellen Street  
Framingham, MA 01702  
USA

Executive Director  
**TED FOX**  
PMA  
3000 Picture Place  
Jackson, MI 49201  
USA



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 1, 2005

Herb Stein  
Photo Imaging Consultant  
5591 Royal Lake Circle  
Boynton Beach, FL 33437

SUBJECT: FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC.  
Ref. Number: N93000002380

We have received your document for FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 705A00022273

RECEIVED  
05 MAY 18 PM 12:50  
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION**  
**OF**  
**FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC.**

FILED  
05 MAY 18 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Dissolution, being a natural person competent to contract, hereby subscribes to the dissolution of a not for profit corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC.

**ARTICLE II**

The Corporation is dissolved effective upon filing of these Articles of Dissolution with the Florida Department of State.

**ARTICLE III**

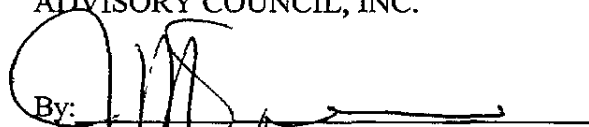
Dissolution of the Corporation was authorized on February 21, 2005.

**ARTICLE IV**

The Corporation has no members or members with voting rights. Dissolution of the Corporation was voted on by the Board of Directors of the Corporation which by unanimous vote approved the dissolution.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of dissolution, Brevard County, Florida, this 21<sup>st</sup> Day of February, 2005.

FLORIDA ENVIRONMENTAL  
ADVISORY COUNCIL, INC.

By:   
Print Name: James M. Spellman  
Title: Treasurer

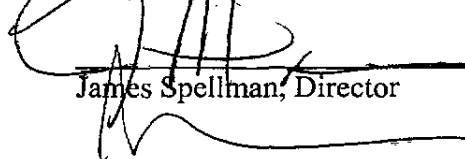
**WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC.  
IN LIEU OF SPECIAL MEETING**

The undersigned constituting all of the members of the Board of Directors of Florida Environmental Advisory Council, Inc., a Florida not for profit corporation (the "Corporation"), do hereby consent in writing to the adoption of the following resolution in lieu of a special meeting of the Board of Directors, as permitted by Section 617.1402, Florida Statutes, and the Corporation's Bylaws, and do hereby waive any notice to be given in connection therewith pursuant to this action:

**RESOLVED**, that the Plan of Dissolution, Complete Liquidation, and Termination of Existence of Florida Environmental Advisory Council, Inc., as such plan is set forth in Exhibit "A" attached hereto, with such variations or amendments as may be made pursuant to paragraph 8 of such plan, is hereby adopted and approved in all respects, and the Board of Directors and appropriate officers of the Corporation are hereby authorized to put such plan into effect and to take all necessary or appropriate action to implement such plan.

**IN WITNESS WHEREOF**, the undersigned as all of the members of the Board of Directors of the Corporation, have signed this Written Consent of the Board of Directors of Florida Environmental Advisory Council, Inc., in Lieu of a Special Meeting on this 21st day of February, 2005.

  
\_\_\_\_\_  
Tony Perez, Director

  
\_\_\_\_\_  
James Spellman, Director

\_\_\_\_\_  
Herb Stein, Director

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## EXHIBIT "A"

### PLAN OF DISSOLUTION, COMPLETE LIQUIDATION AND TERMINATION OF EXISTENCE OF FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC.

The following Plan of Dissolution, Complete Liquidation and Termination of Existence of FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC. (the "Plan"), shall be effective only upon the adoption and approval of the Plan by Written Consent of the Board of Directors of FLORIDA ENVIRONMENTAL ADVISORY COUNCIL, INC. (the "Corporation"). The date of such adoption and approval by the Board of Directors of the Corporation is hereinafter called the Effective Date.

1. Cessation of Business. As of the Effective Date, the Corporation shall not engage in any business activities except for the purposes of preserving the values of its assets, adjusting and winding up its business and affairs and distributing its assets in accordance with the Plan. The Directors now in office and, at their pleasure, the Officers, shall continue in office solely for these purposes.

2. Payment of Debts. All known or ascertainable liabilities of the Corporation have been paid in full or otherwise discharged.

3. Distribution of Assets. The Corporation has minimal assets and such assets, the value of which is less than \$10,000.00, shall be distributed to PHOTO MARKETING ASSOCIATION INTERNATIONAL, a not-for-profit corporation with purposes similar to that of the Corporation.

4. Dissolution. As promptly as practicable after the final distribution of assets, the Corporation shall be dissolved in accordance with the laws of the State of Florida.

5. Power of Board of Directors. The Board of Directors and, subject to the Directors, the Officers, shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as they may consider desirable to carry out the purposes of the Plan, including the execution and filing of all certificates, documents, information returns, tax returns, and other papers which may be necessary or appropriate to implement the Plan. The Board of Directors shall have authority to authorize such variations from or amendments of the provisions of the Plan as may be necessary or appropriate to effectuate the dissolution, complete liquidation and termination of existence of the Corporation, and the distribution of its assets to a not-for-profit corporation in accordance with the laws of the State of Florida. The death, resignation, or other disability of any Director or Officer of the Corporation shall not impair the authority of the surviving or remaining Directors or Officers to exercise any of the powers provided for in the Plan. Upon such death, resignation, or other disability, the surviving or remaining Directors, or, if there be none, the surviving or remaining Officers, shall have authority to fill the vacancy or vacancies so created, but the failure to fill such vacancy or vacancies shall not impair the authority of the surviving or remaining Directors or Officers to exercise any of their powers provided for in the Plan.