

N 93000002925

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

FILED  
99 SEP 13 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 9/13/99

REF. #: 0174. 8232

800002984798--7  
-09/13/99--01053--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

CORP. NAME: Noel House, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input checked="" type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME                    |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY                  |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                         |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                              |
| <input type="checkbox"/> OTHER: _____                |   |   |

C. COULLETTE SEP 13 1999

STATE FEES PREPAID WITH CHECK# 1677 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
|--|---|---|

Examiner's Initials

**ARTICLES OF DISSOLUTION**

**OF**

**NOEL HOUSE, INC.**

FILED  
99 SEP 13 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1403, of the Florida Statutes, the undersigned not for profit Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

**ARTICLE I - NAME**

The name of the Corporation is Noel House, Inc.

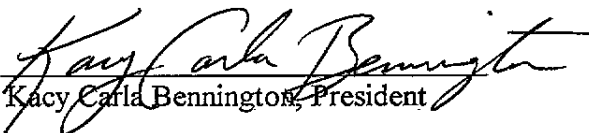
**ARTICLE II - VOTE FOR DISSOLUTION OF CORPORATION**

The Members of the Corporation are not entitled to vote on the Dissolution. The date of adoption of the resolutions to dissolve the Corporation by the Board of Directors was August 18, 1999. The number of Directors in office was eight (8) and the vote for the resolution was eight (8) for and zero (0) against.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Dissolution this 8<sup>th</sup> day of September, 1999.

NOEL HOUSE, INC., a Florida corporation

By:

  
Kacy Carla Bennington, President

MINUTES OF SPECIAL MEETING OF AD HOC COMMITTEE  
APPOINTED BY BOARD OF DIRECTORS

OF

NOEL HOUSE, INC.

A Special Meeting of the Ad Hoc Committee of Noel House, Inc. ("the Corporation"), as appointed at the August 18, 1999 Board of Directors meeting, was held at 240 South Pineapple Avenue, Sarasota, Florida, on September 8, 1999.

There were present the following:

Kacy Carla Bennington  
Carolyn Barker Collins  
Greg Fry

being a majority of the members of the Ad Hoc Committee.

The Chairman stated that the purpose of this meeting was to consider a plan for the liquidation and dissolution of the corporation pursuant to Florida State Statutes regarding the dissolution of 501(c)(3) corporations. The following plan was developed and approved at the meeting.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

OF

NOEL HOUSE, INC.

This Plan of Complete Liquidation and Dissolution, hereinafter referred to as the "Plan", is for the purpose of effecting the complete liquidation and dissolution of the Corporation in accordance with Section 617 of the Florida Statutes, pursuant to the following steps:

1. Cessation of Business. The Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up of its business and affairs, and distribution of its assets in accordance with the Plan.

2. Distribution of Assets. The Corporation shall distribute its assets to the following:

- (a) All household furnishings and appliances shall either be donated to St. Boniface Episcopal Church, a Florida 501(c)(3) corporation, or given to clients or former clients as was normal in the ordinary course of business, all in accordance with the Florida State Statutes.
- (b) The shed owned by the Corporation shall be donated to St. Boniface Episcopal Church, a Florida 501(c)(3) corporation, in accordance with the Florida State Statutes.
- (c) All baby items shall either be donated to clients or donated to the Cyesis Teen Parent Program, a Florida 501(c)(1) corporation, in accordance with the Florida State Statutes.
- (d) All office furniture shall either be liquidated, and the proceeds of which shall be returned to the corporation, or donated to the Cyesis Teen Parent Program, a Florida 501(c)(1) corporation, in accordance with the Florida State Statutes. See attached list of office furniture.
- (e) As the dissolution of the Corporation results in the termination of the Corporation's Employment Contract with Carolyn Barker Collins, Executive Director, nine months prior to the terms of its expiration, and due to the fact that Ms. Collins fulfilled all aspects relating to her past contract and present contract, and due to the need properly to finish the business of the Corporation and to distribute its assets, the following offer was made. Kacy Carla Bennington, President and Chairman of the Board, and Greg Fry, Board Member, requested that Carolyn Barker Collins become an independent consultant to Noel House, Inc. for the period September 26, 1999 through and including December 26, 1999 for an aggregate fee equal to three times her current monthly salary plus one-half of the anticipated applicable self employment taxes in the amount of \$612.08 for the purpose of overseeing the complete and proper distribution of the assets and records of Noel House, Inc. Ms. Collins accepted. In addition, Ms. Collins shall be paid for anticipated expenses in carrying out her duties for phone and travel.
- (f) All monies currently held in Savings Account number 100063412 with Northern Trust bank of Florida, N. A. shall be returned to the donors. The money in that account was restricted for use as Building Funds in accordance with the donors' respective requests, and Noel House, Inc. did not buy or build a new facility. Also, all monies received after August 18, 1999 will be returned to the donors.

3. Reserve for Expenses. The Corporation shall set aside a reserve fund in an amount to be sufficient to pay all unpaid expenses of the Corporation. All reimbursements shall be submitted no later than Friday, September 25, 1999. All outstanding bills shall be paid in full, and any remaining

monies shall be donated to Cysis Teen Parent Program, a Florida 501(c)(1) corporation, in accordance with the Florida State Statutes.

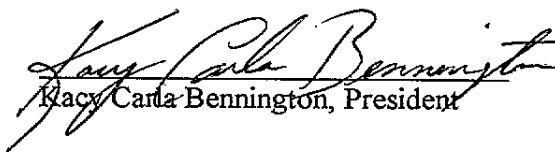
4. Dissolution. Concurrently with the final distributions of the assets specified in Paragraph 2, the President shall execute and cause to be filed Articles of Dissolution of the Corporation in accordance with Chapter 617 of the Florida Statutes. The Corporation shall execute and file the final tax returns, and in due time, all other returns, documents and information required to be filed by reason of the complete liquidation of the Corporation. The effective date of the dissolution shall be the date of filing of the Articles of Dissolution with the Secretary of State.

5. Authorization for Necessary Acts. The Ad Hoc Committee of the Corporation shall carry out and consummate the Plan, and shall have the power to adopt all resolutions, execute all documents and file all papers, and take all other action it deems necessary or reasonable for the purposes of effecting the dissolution of the Corporation and the complete liquidation of its business and affairs.

After full discussion and upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Plan of Complete Liquidation and Dissolution of the Corporation as developed at this Special Meeting of the Ad Hoc Committee, and as stated above, is hereby adopted and approved in all respects by said committee.

There being no further business to come before the meeting, the same was, on motion duly made, seconded and unanimously carried, adjourned.

  
Racy Carla Bennington, President

### Office Furniture

- 1 used Savin 5015 manual copier
- 1 used, rebuilt Xerox XC830 manual copier
- 1 used Brother MFFC 1950 MC fax machine
- 1 used Panasonic KX F550 fax machine
- 1 used AOC Spectrum Computer Monitor
- 1 used Hy Tech Computer Hard Drive
- 1 used Hewlett Packard Desk Jet 672C Printer
- 1 used Fellowes Powershred PS40 Shredder
- 1 used Royal Power Shredder
- 3 used burgandy and black office chairs
- 2 used two drawer file cabinet (metal)
- 1 used two drawer wooden file cabinet
- 1 used four drawer file cabinet
- 1 used Sentry 1970 Safe
- 1 used Computer desk small with shelves along bottom right w/ platform
- 1 used Computer desk, three drawer w/shelf
- 1 used Computer desk, three drawer