

N93000005258

Florida Keys Deaf Services

c/o William Mulvaney
3312 Northside Drive, #208
Key West, FL 33040
305-294-2839 TDY

August 16, 2000

300003382503--2
-03/06/00--01009--006
*****35.00 *****35.00

Dear Sir:

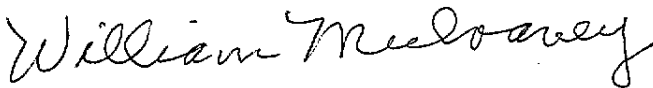
Florida Keys Deaf Services, Inc. has ceased operations as of August 15, 2000 due to lack of need in the Key West area. The corporation was dissolved on August 15, 2000.

The remaining asset of Florida Keys Deaf Services were transferred to the Deaf Services Bureau in Miami. Deaf Services Bureau is a not-for-profit organization that has a similar mission to Florida Keys Deaf Services. Future correspondence should be directed to them.

Their address is: Deaf Services Bureau, Inc.
1320 South Dixie Highway
Miami, FL 33146
305-668-4407

Enclosed are the legal documents regarding the dissolution and transfer of funds.

Sincerely,



William Mulvaney
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP - 6 PM 12:40

Dissolution
LFT 9-27-2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 25, 2000

FLORIDA KEYS DEAF SERVICES
% WILLIAM MULVANEY
3312 NORTHSIDE DRIVE, #208
KEY WEST, FL 33040

SUBJECT: FLORIDA KEYS DEAF SERVICES, INC.
Ref. Number: N93000005258

We have received your document for FLORIDA KEYS DEAF SERVICES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 700A00045559

Articles of Dissolution
of
Florida Keys Deaf Services, Inc.
a Florida not-for profit corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -6 PM 12:40

The Board of Directors of Florida Keys Deaf Services, Inc., a Florida not-for profit corporation, adopts the following Articles of Dissolution pursuant to Section 617.1403, Florida Statutes:

1. The name of this corporation is **Florida Keys Deaf Services, Inc.**, a Florida not-for profit corporation.
2. This corporation has no members.
3. A resolution of the Board of Directors was adopted AUG 15, 2000, by unanimous vote of the _____ (number) board of directors now in office, or by majority vote of 6 to 0.
4. The dissolution of this corporation shall be considered effective immediately upon execution hereof.

Dated: AUG 15, 2000

William Mulvaney
William Mulvaney, Director/President

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the

Corporation's corporate seal this 15th day of August, 2000.

Marc Hacker
Marc Hacker, Director/Secretary

The undersigned, the President of the Corporation, hereby certifies Marc Hacker is the Secretary of the Corporation.


William Mulvaney
William Mulvaney, Director/President

STATE OF FLORIDA)

SS

COUNTY OF MONROE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 15th day of August, 2000, by William Mulvaney, as President and Secretary, respectively, of FLORIDA KEYS DEAF SERVICES, INC., a Florida corporation, on behalf of the corporation, having produced known to me as identification.

 Debra Genners
My Commission CC610719
Expires December 29, 2000

Debra Genners
Notary Public

My Commission Expires:

04-5189 3-93307

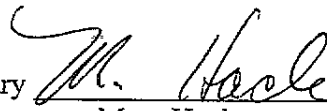
Certificate of Compliance

I hereby certify that the foregoing Resolution of the Board of Directors Recommending Dissolution of Corporation and Adopting Plan of Distribution of Assets of Florida Keys Deaf Services, Inc, was adopted pursuant to F.S. Section 617.1406 either by:

_____ a. By vote of at least a majority of the members of the corporation entitled to vote hereon; or

☒ b. The corporation has no members or its members are not entitled to vote on a plan of distribution, and was adopting at a meeting of the Board of Directors by a majority vote of the Directors then in office.

Secretary



Marc Hacker

President



William Muvaney

**Plan of Distribution of Assets of
Florida Keys Deaf Services, Inc.**
a Florida not-for profit corporation

The Board of Directors of Florida Keys Deaf Services, Inc., a Florida not-for profit corporation, adopts the following Plan of Distribution of assets pursuant to Section 617.1406, Florida Statutes, in order to dissolve the corporation:

1. This organization has no membership, and a resolution to Adopt a Plan of Distribution of Assets was proposed and were adopted by unanimous vote of the board of directors at a special meeting held on AUG 15, 2000.
2. Adequate notice of the meeting was given or waived, and a quorum of members was present either in person or by duly authorized proxy.
3. All liabilities and obligations of the corporation shall first be paid and discharged, or adequate provision be made therefore.
4. Assets held by the corporation requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
5. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, education or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred and conveyed to Deaf Services Bureau, Inc., a Florida corporation.
6. All other assets of the corporation shall be distributed, transferred and conveyed to Deaf Services Bureau, Inc., a Florida corporation.
7. A copy of this plan of distribution of assets shall be authenticated by an officer of the corporation and shall be filed with the Department of State of Florida.

Dated: AUG 15, 2000

William Mulvaney
William Mulvaney, Director/President

M. Hacker
Marc Hacker, Director/Secretary

Jeanette Abella
Jeanette Abella, Director

Ed Russell
Ed Russell, Director

David Hoot
David Hoot, Director/Vice President

William Hawthorne
William Hawthorne, Director/Treasurer

Mary Anne Don
Mary Anne Don, Director

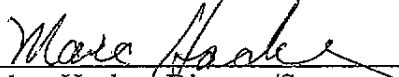
Fran Russell
Fran Russell, Director

Certificate of Compliance

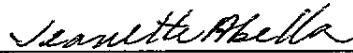
I hereby certify that the foregoing resolution was adopted, that all provisions set forth above are true and correct, and that this corporation has complied with the requirements of FS 617.1406(1) or (2) as appropriate.



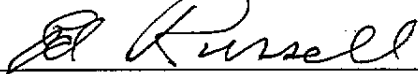
William Mulvaney, Director/President



Marc Hacker, Director/Secretary

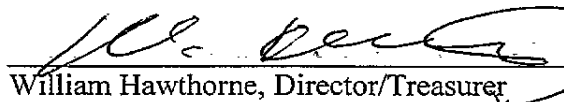


Jeanette Abella, Director

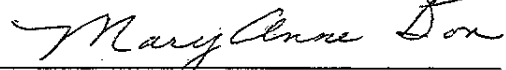


Ed Russell, Director

David Hoot, Director/Vice President



William Hawthorne, Director/Treasurer



Mary Anne Don, Director

Fran Russell, Director

**Resolution Dissolving Corporation
and Adopting Plan of Distribution of Assets of
Florida Keys Deaf Services, Inc.**
A Florida Not-for-Profit Corporation

Pursuant to the authority contained in the Florida Statutes §§617.1402 and 617.1403, the Board of Directors of Florida Keys Deaf Services, Inc., at meeting duly noticed, and held the ____ day of Aug 15, 2000, at which a quorum was present, hereby take the following action and adopt the resolutions set forth below:

It was first noted that this corporation has no members who are entitled to vote on the dissolution or other affairs of the corporation, all such matters being reserved in this Board of Directors.

It was further acknowledged that the operations of this not-for-profit corporation are now terminated, and that the corporation has assets consisting of cash in the approximate amount of FIVE THOUSAND DOLLARS remaining in its possession.

The Articles of Incorporation provide for the distribution of such assets as follows:

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 510(c)3 [*sic*, 501(c)3] of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county or district in which the principle office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.

It was suggested to the Board of Directors that all remaining assets be distributed to Deaf Services Bureau, Inc., a Florida not-for-profit corporation organized and operating Dade and portions of Monroe County for charitable purposes similar to that of this corporation, namely providing services to the deaf and hearing impaired. The Board finds such suggestion well taken.

Upon motion duly made, seconded, and following discussion, the following resolutions were unanimously adopted by the Directors on vote called by the President of the Board of Directors:

RESOLVED, that the business of the corporation shall be ceased, effective immediately, and the officers of the corporation are authorized and directed to take such action as is necessary to wind up its affairs; and

FURTHER RESOLVED, that the officers are hereby directed to pay and discharge any remaining liabilities of this corporation (including but not limited to and payment of any taxes due or deferred), and with the consent of the members, to prepare and file all tax returns, reports, and/or other documents, with the Internal Revenue, Florida Department of Agriculture, Secretary of State, or otherwise necessary to report the dissolution and/or wind up the affairs of this corporation; and

FURTHER RESOLVED, that the officers of this corporation be directed to take all action necessary to satisfy any remaining liabilities of this corporation (including but not limited to and payment of any taxes due or deferred), to prepare and file all tax returns and reports, or other documents, with the Internal Revenue, Florida Department of Agriculture, Secretary of State, or otherwise necessary to report the dissolution and/or wind up the affairs of this corporation; and

FURTHER RESOLVED, that following satisfaction of all liabilities of this corporation, assets held by the corporation requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

FURTHER RESOLVED, that assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, education or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred and conveyed to Deaf Services Bureau, Inc., a Florida corporation.

FURTHER RESOLVED, that all other assets of the corporation shall be distributed, transferred and conveyed to Deaf Services Bureau, Inc., a Florida not-for profit corporation organized and operating for charitable purposes.

FURTHER RESOLVED, that following the completion of the above, or making adequate provision for same, the president of this corporation, William Hawthorne, M.D., is authorized and directed to execute a Plan of Distribution of Assets and Articles of Dissolution as provided above, and to cause same to be filed with the Secretary of State of Florida.

There being no further business, the meeting was adjourned.

Dated: AUG 15, 2000

William Mulvaney
William Mulvaney, Director/President

David Hoot, Director/ Vice President

Marc Hacker
Marc Hacker, Director/Secretary

William Hawthorne, Director/ Treas.

Jeanette Abella
Jeanette Abella, Director

Mary Anne Don
Mary Anne Don, Director

Ed Russell
Ed Russell, Director

Fran Russell, Director