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C.COULLETTE

AUG 19 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOUTHERN ASSOCIATION OF CERTIFIED VOICE STRESS ANALYSTS, INC.

DOCUMENT NUMBER: N93000005613

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Karl A. Burgunder

(Name of Contact Person)

Law Offices of Karl A. Burgunder

(Firm/Company)

1490 Swanson Drive, Suite 200

(Address)

Oviedo, FL 32765

(City/State and Zip Code)

For further information concerning this matter, please call:

Karl A. Burgunder

(Name of Contact Person)

at (407) 366-3555

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
SOUTHERN ASSOCIATION OF CERTIFIED VOICE STRESS ANALYSTS, INC

SECOND: The document number of the corporation (if known): N93000005613

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of the meeting of members at which the resolution to dissolve was adopted
_____. The number of votes cast by the
members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in
accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was August 12, 2009

The number of directors in office was 4 and the vote for resolution was

4 for and 0 against. (must be a majority vote)

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FOURTH: Effective date of dissolution if applicable: October 1, 2009
(no more than 90 days after dissolution file date)

Signature Michael D. Brick
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Michael D. Brick
(Typed or printed name of the person signing)

President
(Title of person signing)

FILING FEE: \$35

SOUTHERN ASSOCIATION OF CERTIFIED VOICE STRESS ANALYSTS, INC.

RESOLUTION OF DIRECTORS AND PLAN OF DISTRIBUTION

The undersigned, being and constituting all of the Directors of SOUTHERN ASSOCIATION OF CERTIFIED VOICE STRESS ANALYSTS, INC. ("Southern,") on their own initiative, hereby adopt the following resolutions effective as of August 12, 2009, and by their respective signatures hereon or by their assent hereto by electronic communication, waive all applicable meeting notice requirements and assent to the resolutions and actions undertaken herein (the "Resolution") as follows:

WITNESSETH:

WHEREAS, Southern was formed as a Florida not for profit Corporation on 12/8/1993 as the Florida Association of Certified Voice Stress Analysts, Inc. by filing of its Articles of Incorporation with the Florida Department of State, Division of Corporations; and

WHEREAS, Southern presently does not have any members in good standing or who are otherwise eligible to vote on any matter properly coming before the membership at any annual, regular, or special meeting; and

WHEREAS, the Directors have determined that it is in the best interests of Southern to dissolve it as a corporate entity and, after adequate provision is made for the satisfaction of all outstanding obligations, to transfer all of its assets then remaining to the Midwest Association of Certified Voice Stress Analysts, Inc., ("Midwest") a not for profit corporation operating as a qualified 501(c)(3) corporation pursuant to US Internal Revenue Code and which is engaged in activities substantially similar to those of Southern, pursuant to that certain agreement (the "Agreement") made by and between Southern Midwest, the International Association of Certified Voice Stress Analysts, Inc. ("International"), the Central Association of Certified Voice Stress Analysts, Inc. ("Central"), and the Western Association of Certified Voice Stress Analysts, Inc. ("Western");

NOW THEREFORE, BE IT RESOLVED:

1. The foregoing recitals are true and correct and are incorporated herein.
2. The Agreement, a copy of which is attached to this Resolution, is hereby approved. Southern's President, Michael D. Brick, is hereby authorized to execute the same on behalf of the corporation.
3. The President is hereby authorized to immediately file with the Florida Department of State, Division of Corporations, appropriate Articles of Dissolution indicating an effective date of such dissolution of October 1, 2009.
4. Southern shall pay all of its valid obligations as soon as reasonably practicable subsequent to the effective date of this Resolution, but in no event later than September 30, 2009.
5. Upon payment of all of its obligations, Southern shall remit the entire balance of its remaining assets, which consists solely of cash on deposit in its principal banking account, to Midwest in care of its president or other designated officer. Such payment shall be conditioned on receipt of a certification by the president of Midwest to Southern that

Midwest remains a corporation in good standing in the state where it is incorporated, that is remains engaged in substantially similar activities to that of Southern, and that its Internal Revenue Service 501(c)(3) designation remains in effect.

6. This instrument shall be deemed to constitute the plan of distribution of assets required pursuant to Florida Statutes §617.1406, and in accordance therewith, the Directors certify and resolve:
- a. There are no assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;
 - b. There are no 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, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of Southern;
 - c. Other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and
 - d. Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified hereinabove.
 - e. The foregoing plan of distribution is hereby adopted in lieu of a meeting of the board of directors by a majority vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned Directors have signed or otherwise assented to this Resolution effective as of the date first above written.



Michael D. Brick

Dennis Fritchie

Keith Harrison

Tim Sells

AGREEMENT

THIS AGREEMENT is made this ____ day of _____, 2009, by and among Midwest Association of Certified Voice Stress Analysts, Inc. ("Midwest"); International Association of Certified Voice Stress Analysts, Inc. ("International"); Southern Association of Certified Voice Stress Analysts, Inc. ("Southern"); Central Association of Certified Voice Stress Analysts, Inc. ("Central"); and Western Association of Voice Stress Analysts, Inc. ("Western"); Midwest, International, Southern, Central and Midwest all collectively known as "the Parties";

WHEREAS, the Parties have each operated as separate non-profit entities in their particular regions for the common purposes of encouraging continued education and research in the field of truth verification and professional utilization of the computer voice stress analyzer; encouraging the exchange of ideas in the field of truth verification; and providing for the standardization and regulation of voice stress analysts to insure uniform application of the tests.

WHEREAS, the Parties have determined that many of the services they provided were being duplicated, and that they could operate more efficiently as one entity rather than as separate entities.

WHEREAS, certain of the Parties desire to dissolve their corporations and transfer their assets to Midwest, who will be the sole operating entity after the dissolution of International, Southern, Central and Western.

WHEREAS, the four dissolving Parties desire to maintain adequate representation on the Board of Directors of Midwest after dissolution, and Midwest is agreeable to restructure its Board of Directors to ensure equal representation for all of the Parties, and to make certain agreements with the Parties regarding the use of its assets.

NOW THEREFORE, for One Dollar and in consideration of the premises above stated, each of the Parties agrees as follows:

1. Each of International, Southern, Central and Western will or have previously legally dissolved their respective corporations in accordance with the law of the state of their incorporation.
2. Each of International, Southern, Central and Western will transfer their remaining assets to Midwest by assignment as part of the winding up of each corporation. A sample Assignment is attached hereto as Exhibit A.
3. The following persons shall serve as the Board of Directors of Midwest beginning September 1, 2009, representing two (2) directors from each of Southern, Central, Western and Midwest, and the ninth director shall be Patrick Wainscott, the current Executive Director of International.

4. Midwest shall apply for and change its operative name to "International Association of Voice Stress Analysts, Inc." ("new International") after the dissolutions of International, Central, Southern and Western have occurred and as soon as reasonably and is legally possible thereafter.

5. New International shall allot adequate funds for the purpose of conducting training and educational seminars in each of the Parties' regions in accordance with each Party's past practices.

Signed by each of the Parties by their authorized representative on the dates set forth below.

Midwest Association of Certified Voice Stress Analysts, Inc. ("Midwest")

By: _____ Date: _____
Its: _____

International Association of Certified Voice Stress Analysts, Inc. ("International")

By: _____ Date: _____
Its: _____

Southern Association of Certified Voice Stress Analysts, Inc. ("Southern")

By: _____ Date: _____
Its: _____

Central Association of Certified Voice Stress Analysts, Inc. ("Central")

By: _____ Date: _____
Its: _____

Western Association of Voice Stress Analysts, Inc. ("Western")

By: _____ Date: _____
Its: _____