

N9400001372

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407)841-1200
Fax Number : (407)423-1031

DISSOLUTION OR WITHDRAWAL
THE 1941 FOUNDATION, INC.

WDWN
OCT 30 2015
R. WHITE

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TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

TALLAHASSEE, FLORIDA

OF

THE 1941 FOUNDATION, INC.

Pursuant to Section 617.1403 of the Florida Statutes, the undersigned Florida not for profit corporation hereby submits the following Articles of Dissolution:

ARTICLE I - NAME OF CORPORATION AND DOCUMENT NUMBER

The name of the corporation is The 1941 Foundation, Inc. (hereinafter referred to as the "Corporation"), Florida document number N94000001372.

ARTICLE II - ADOPTION OF DISSOLUTION

The sole member of the Corporation adopted the resolution to dissolve at its meeting on Oct. 26, 2015, and the number of votes cast by the member was sufficient for approval.

ARTICLE III - EFFECTIVE DATE OF DISSOLUTION

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 26 day of October, 2015.

THE 1941 FOUNDATION, INC.

By: 

James Dwyight, Chair of the Board of Directors

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Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: The 1941 Foundation, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.

Description of information that must be included in a claim:

Name of Claimant: _____

Address of Claimant: _____

Amount of Claim: _____

Basis of Claim (attachment) _____

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.

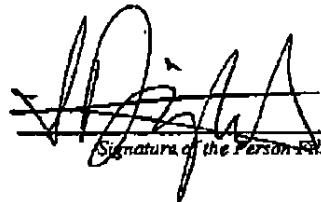
Attn: Jane D. Callahan, Esq.

P.O. Box 2346

Orlando, FL 32802

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

James Dwight, Chair of the Board
Printed Name of the Person Filing


Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

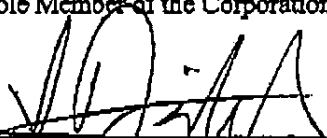
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**OFFICER'S CERTIFICATE OF COMPLIANCE
OF
THE 1941 FOUNDATION, INC.**

Pursuant to Section 617.1406(4) of the Florida Statutes, the undersigned Chair of the Board of Directors of The 1941 Foundation, Inc., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), hereby certifies as follows:

1. The Plan of Distribution of Assets (the "Plan") of the Corporation, attached as Exhibit A, was adopted by the Board of Directors of the Corporation, recommending the Plan and directing its submission to a vote of the sole Member of the Corporation entitled to vote thereon.
2. The Plan was adopted by the sole Member of the Corporation entitled to vote.



James Dwight, Chair of the Board of The 1941
Foundation, Inc.

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EXHIBIT A
PLAN OF DISTRIBUTION OF ASSETS
OF
THE 1941 FOUNDATION, INC.

As soon as possible following the adoption of a resolution to dissolve The 1941 Foundation, Inc. (the "Corporation") by the affirmative vote of a majority of its members, the Corporation will cease the active conduct of its business and will wind up and liquidate its affairs, by collecting its assets, disposing of its properties that will not be distributed in kind pursuant to this Plan of Distribution of Assets (the "Plan"), discharge or make provision for discharging its liabilities, distribute its remaining properties in accordance with this Plan, and do every other act necessary to wind up and liquidate its affairs.

In accordance with the foregoing, the Corporation shall distribute its assets as follows:

1. The Corporation will pay and discharge all known liabilities and obligations of the Corporation, or make adequate provisions therefore.
2. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements.
3. Any 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, shall be transferred to conveyed to its sole member, Space Coast Health Foundation, Inc., a Section 501(c)(3) tax-exempt organization.
4. Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation to the Corporation's sole member, Space Coast Health Foundation, Inc.
5. Any remaining assets shall be distributed to the Corporation's sole member, Space Coast Health Foundation, Inc.

The directors, and such officers as are authorized by the directors, of the Corporation are authorized, empowered and directed to do any and all things necessary in its name and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.