

David Stephanie Academy

N94000000 2520  
June 20, 1997

Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000002220250--1  
-06/23/97--01132--029  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: Dissolution of Learning Breakthrough, Inc.,  
a not-for-profit corporation doing business as  
the David Stephanie Academy

Dear Sir or Madam:

Enclosed you find the Articles of Dissolution of Learning Breakthrough, Inc., doing business as the David Stephanie Academy, along with a check in the amount of \$96.25, which includes a filing fee for the Articles of Dissolution, - \$35; fee for one certified copy of the Dissolution - \$52.50; and a Certificate of Status - \$8.75, total \$96.25.

RECEIVED  
TALLAHASSEE  
JUN 23 1997  
APPROVED  
AND  
FILED

Please forward the certified copy of Dissolution and Certificate of Status at your earliest convenience.

Also, enclosed you will find the plan for the distribution of assets for Learning Breakthrough, Inc., doing business as the David Stephanie Academy, pursuant to §617.1406. You will note that this plan of authorization is duly authenticated by a director and officer of the corporation and that it contains that officer's certificate of compliance with the requirements of §617.1406(2), that is, that the plan for distribution of assets has in fact been adopted by unanimous vote of the Board of Directors of the corporation (as the corporation had no voting members and no entitlement vote by any members).

Please contact me immediately if there are any questions or any other requirements to the final and lawful dissolution of this not-for-profit corporation, Learning Breakthrough, Inc., doing business as David Stephanie Academy.

Sincerely,

Michael D. Gelety, Director

*Handwritten notes:*  
as directed  
N94000000 2520  
cert copy  
cert of sta  
NPI 150  
15 pg

Enclosures:

- Articles of Dissolution of Learning Breakthrough, Inc.
- Plan of distribution of assets of Learning Breakthrough, Inc.
- Check for \$96.25 for filing fees

Mailing Address: P.O. Box 810309, Boca Raton, Florida 33481

School Address: 6300 Old Clint Moore Road, Boca Raton, Florida 33496

Telephone 407-995-2400

Fax 407-995-2244



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 30, 1997

MICHAEL GELETY  
P.O. BOX 810309  
BOCA RATON, FL 33481

SUBJECT: LEARNING BREAKTHROUGH, INC.  
Ref. Number: N94000002520

We have received your document for LEARNING BREAKTHROUGH, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Articles of Dissolution for a nonprofit corporation must comply with either section 617.1401 or 617.1403, Florida Statutes.

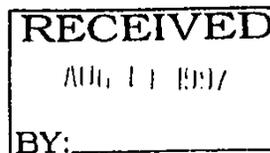
Please remove any reference to having a J/b/a name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 297A00034281



ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is LEARNING BREAKTHROUGH, INC.  
SECOND: Adoption of dissolution

(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution dissolve was adopted was June 13, 1997.

(CHECK ONE)

- The number of votes cast for dissolution was sufficient for approval.
- The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was 6/20/97.

The number of directors in office was 3 and the vote for the resolution was 3 for and 0 against.

Signed this 11th day of Aug. 19 97, nunc pro tunc to 6/20/97.

Signature Michael D. Gelety as Director  
(By the Chairman or Vice Chairman of the Board, President or other officer)

MICHAEL D. GELETY  
Typed or printed name

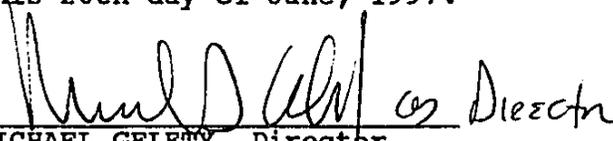
Director Title

91 AUG 12 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED AND FILED

A copy of these Articles of Dissolution, dissolving Learning Breakthrough, Inc., a not-for-profit corporation, shall be immediately delivered to the Department of State for the State of Florida, as is required by §617.1403 of the Florida Statutes, along with the corporate officers and director's Certificate of Compliance with this filing requirement.

Finally, by unanimous vote (3-2), all of the current sitting directors of Learning Breakthrough, Inc. have adopted the plan for distribution of assets of the corporation, pursuant to §617.1406 Florida Statutes, and this plan of distribution of assets, duly authenticated by officer and director of the corporation Learning Breakthrough, Inc. and containing an officer's Certificate of Compliance with §617.1406 has been submitted to the Department of State for the State of Florida. The corporation, Learning Breakthrough, Inc., has and will continue to follow the plan of distribution of assets, as is appropriate to wind up and liquidate its assets and affairs, as is authorized by §627.1405 Florida Statutes.

DONE, ADOPTED and RESOLVED on this 20th day of June, 1997.

  
MICHAEL GELETY, Director  
Learning Breakthrough, Inc.

**ARTICLE OF DISSOLUTION OF LEARNING BREAKTHROUGH, INC.  
TO WIND UP AND DISSOLVE CORPORATION**

A meeting of the Board of Directors of Learning Breakthrough, Inc. was held on the 13th day of June, 1997. All formal notice was waived, and it was unanimously agreed by the three directors that it was in the best interest of the corporation for the corporation to be dissolved.

THEREFORE, it is formally and finally resolved that Learning Breakthrough, Inc. a Florida not-for-profit corporation, elects under the provisions of the Florida Not-For-Profit Corporation Act and consistent with the Articles of Incorporation and Bylaws of Learning Breakthrough, Inc., to dissolve voluntarily.

This voluntary wind-up and dissolving of Learning Breakthrough, Inc., a not-for-profit corporation, was authorized by unanimous vote of the Board of Directors at a meeting held on the 13th day of June, 1997. At that meeting, all three of the directors of the corporation: Michael Ostroff, Michael Gelety and Lee Eisenberg, voted unanimously (3-0), adopting the resolution which authorizes this final dissolution of Learning Breakthrough, Inc., a not-for-profit corporation.

The corporation, Learning Breakthrough, Inc., has no voting members and, pursuant to the Articles of Incorporation and Bylaws of the corporation, all corporate acts and decisions, including the dissolution of the corporation, is to be made by the sitting Board of Directors as previously described.

PLAN FOR DISTRIBUTION OF ASSETS OF LEARNING BREAKTHROUGH, INC.

On this 20th day of June, 1997, a meeting was held of all directors and officers of Learning Breakthrough, Inc.: Michael Ostroff, Michael Gelety and Lee Eisenberg, for the purpose of finalizing the terms of the dissolution of the corporation and, specifically, for the purpose of adopting a plan for the distribution of remaining assets of the corporation: Learning Breakthrough, Inc.

Since the corporation, Learning Breakthrough, Inc., has no members and no persons entitled to a vote on a plan of distribution other than the three sitting directors and officers as listed above, the three sitting officers and directors agreed upon and adopted the following plan of distribution of assets of the corporation by unanimous vote (3-0). By unanimous vote of the seated directors and officers, it was agreed and the following plan of distribution of assets of the corporation was adopted:

1. The corporation, Learning Breakthrough, Inc., as a not-for-profit corporation operating a tiny school for learning disabled children, the David Stephanie Academy in Boca Raton, Florida had and has very limited assets for distribution, as the main asset of the corporation was its good will and good reputation in the educational community;
2. Learning Breakthrough, Inc. wishes to dissolve pursuant to §617.1402 of the Florida Statutes pertaining to not-for-profit corporations, and

its officers and directors as listed above wish to be relieved of all duties and to be discharged from all responsibilities with respect to the corporation, monies and other property and assets;

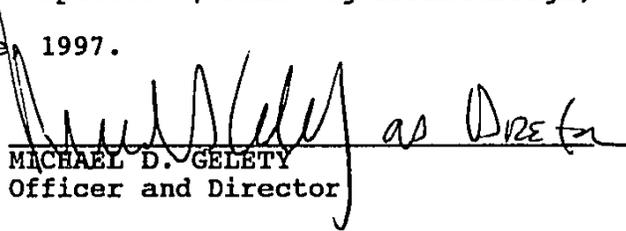
3. Upon the sale and liquidation of the assets of Learning Breakthrough, Inc., all liabilities and obligations of the corporation will be paid or discharged or provisions will be made for the resolution of such liabilities or obligations to the extent possible, based upon the limited assets involved and being held or controlled by the corporation;
4. Absolutely no assets of the corporation or receipts, monies or other benefits from the sale or transfer of the assets of the corporation shall be distributed, either directly or indirectly, to any of the directors or officers of the corporation. All receipts, benefits, returns or other considerations from the distribution of the assets of Learning Breakthrough, Inc. shall be applied to and shall be inured to the benefit of all persons or entities claiming liabilities or obligations or debts owed against the corporation;

5. Every effort will be made by the corporation to collect all assets, debts or obligations owed to the corporation or to secure all benefits owed to the corporation, all to be applied toward the payment or satisfaction of the corporation's liabilities, debts or obligations as described previously;
6. An inventory list of the assets of the corporation, Leaning Breakthrough, Inc., doing business as the David Stephanie Academy, is attached hereto and included herein as if fully set forth as Exhibit #1;
7. It is the plan of the corporation to sell the 1995 Ford van (see Exhibit #1) for the highest price and to use any profits realized from the sale of the van to pay, satisfy or discharge or compromise any outstanding liabilities or obligations of the corporation;
8. It is the intention of the plan of the corporation to sell the furniture, computers, electronic equipment, desks and miscellaneous books, software, curriculum material and remaining property and assets, and to use all realized profits, funds or benefits for the payment, satisfaction, discharge or compromise of all remaining debts, liabilities or obligations of the corporation;

9. It is the plan of the corporation that when distributing the assets of the corporation, particularly the furniture, teaching material, computers, etc. to attempt to not only get the highest return for the property, but to sell the property as a complete lot, if possible, to another not-for-profit school or organization, to carry on the spirit of helping children, which was the basis of Learning Breakthrough, Inc.;
10. Any property and equipment or assets which cannot be sold after a due diligent effort by the corporation will be distributed, consistent with the Articles of the corporation and the Bylaws of the corporation, to another not-for-profit school;
11. Under no circumstances will any assets, property, equipment, materials or the proceeds or profits or benefits of the sale of such assets be distributed to any director or officer of the corporation, nor shall any officer or director of the corporation receive a fee, salary or other payment or benefit, either direct or indirect, from the sale or distribution of the assets of the corporation;

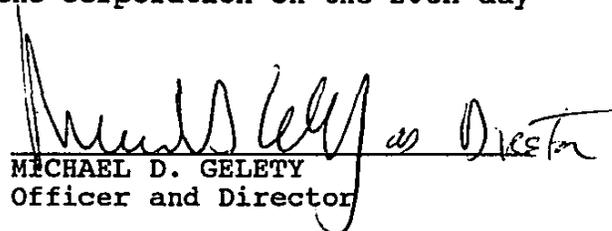
12. A copy of this plan of distribution of assets, including the attached Exhibit #1 (inventory list of the assets of Learning Breakthrough, Inc.) shall be duly signed and authenticated by an officer and director of the corporation and shall be filed with the Florida Department of State, as is required by §617.1406(4) Florida Statutes;
13. This plan for distribution of assets to finalize the dissolution of the corporation, Learning Breakthrough, Inc., shall be accomplished as quickly and efficiently as possible, and the corporation, through its three sitting officers and directors as described above, will not conduct any corporate business or affairs except to the extent appropriate to wind up and liquidate its affairs and assets pursuant to §617.1405 Florida Statutes.

This plan of distribution of assets, pursuant to §617.1406 Florida Statutes, was unanimously adopted by the three sitting officers and directors of the corporation, Learning Breakthrough, Inc., on this 20th day of June, 1997.

  
MICHAEL D. GELETY  
Officer and Director

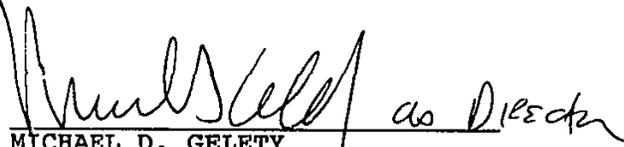
OFFICER'S CERTIFICATE OF COMPLIANCE

COMES NOW the undersigned officer and director of the corporation, Learning Breakthrough, Inc., and hereby certifies that the corporation, Learning Breakthrough, Inc., has no members and no voting members, and that, therefore, pursuant to §617.1406(2), this plan of distribution of assets was unanimously adopted by the three sitting directors and officers of the corporation on the 20th day of June, 1997.

  
MICHAEL D. GELETY  
Officer and Director

**OFFICER'S CERTIFICATE OF COMPLIANCE**

COMES NOW the undersigned officer and director of the corporation, Learning Breakthrough, Inc., and hereby certifies that the corporation, Learning Breakthrough, Inc., has no members and no voting members, and that, therefore, pursuant to §617.1403, these Articles of Dissolution were unanimously adopted by the three sitting directors and officers of the corporation on the 20 day of JUNE, 1997.

  
MICHAEL D. GELETY  
Officer and Director

## INVENTORY LIST

One 1995 Ford Econoline Club Wagon, E-350 Super Cab XLT upgrade model with preferred equipment, including 5.8 liter engine, automatic transmission, privacy glass, split A/C units, AM/FM stereo. 51,000 miles.

### **Computers:**

- One Mackintosh 11X
- Three Mackintosh Performa, model 550
- One IBM Gateway 2000 (386/25)
- One CompuDyne HD, model 30X
- One PC computer
- One Packard Bell monitor
- One Leading Edge monitor
- One IBM monitor (Prodigy)
- Two PC hard drives
- One broken PC

### **Printers:**

- One Panasonic dot matrix printer (KXP 1180)
- Two Citizen dot matrix printers (200GX)

### **Electronic equipment:**

- One Gold Star TV (25")
- One Gold Star VCR
- One adding machine (Texas Instrument 5045)
- One IBM Selectric 3 typewriter
- One Toshiba fax machine
- One answering machine with phone (Phone Mate)
- One microwave oven

### **Desks:**

- Two woodgrain teacher desks
- Two oak teacher desks - one 5-drawer, one 2-drawer
- One 2-drawer oak desk
- One brown oak two-door desk (58x29)
- Two white desks (one small, one medium)
- One medium student desk (wood grain top)
- One small desk, brown
- Two toddler desks (29x24)
- Eight student desks, brown
- 2 small student desks (wood top)

### **Chairs:**

- Five arm chairs with wheels
- Two office chair with arms
- Three gray chairs (28x28)
- Four pink chairs
- Four brown office chairs (three with arms)
- One chair (sling)
- Nine beanbag chairs (one large)
- One computer chair

**Tables:**

Three brown folding tables (48x24)  
One brown folding table (70x30)  
One tan folding table (60x20)  
One folding table (60x28)  
One folding (46x29)  
One brown folding table (96x29)  
One round table (48")  
One table (60x29)  
One table (48x28)  
One table (93x29)  
One table (31x18)

**Bookcases:**

One large 3-shelf bookcase (1 shelf missing)  
One white bookcase (4 shelves)  
Two white corner bookcases (3 shelves)  
One white bookcase (3 shelves)  
Five small bookcases (3 shelves)  
Three medium bookcases (3 shelves)

**Miscellaneous furniture:**

One TV stand  
One chart stand  
One three-shelf plastic stand  
One chalkboard easel (missing leg) (27x63)  
One chalkboard (36x24)  
One drymark board  
One tan 5-drawer file cabinet  
One 3-drawer file cabinet  
Two beige 4-drawer lateral file cabinets  
One tan 4-drawer lettersize file cabinet  
One broken 3-drawer lateral file cabinet  
Six room dividers (60x72)

**Miscellaneous items:**

One slot holder  
Assorted outlet strips  
One tall silk plant

Miscellaneous books, games, supplies and materials used for and in the operation of a school

Miscellaneous software, computer discs and programs used for and in the operation of a school

Curriculum material used for and in the operation of a school

Non-revocable assignment of potential monetary recovery, in the amount of \$3,675.00.

**Assorted pets and equipment:**

One iguana with cage  
One empty fish tank  
One hedgehog with cage  
One Euromax with tank  
Four rabbits and cages  
One ferret with cage  
One cockatiel with cage  
Two parakeets with cage  
One tortoise with cage