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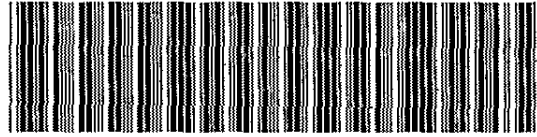
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8-31-06

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DIVISION OF CORPORATIONS
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Volun. Dis.
w/ Dist. of Assets
08/15/06
De

■ ■ ■
de la Parte & Gilbert, P.A.
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David M. Caldevilla
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Louis A. de la Parte, Jr.
Founder (Retired)

August 1, 2006

Via United States Postal Service

Secretary of State
Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution
Suncoast Compensation and Benefits Foundation, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Dissolution and Plan of Distribution of Assets for Suncoast Compensation and Benefits Foundation, Inc., along with Check No. 176 in the amount of \$35.00 as payment for the filing fee.

Thank you in advance for your time and cooperation. Please do not hesitate to call me if you have any questions or require further information.

Sincerely,

de la PARTE & GILBERT, P.A.


Ronald A. Christaldi

RAC/mji
Enclosures
184348/060120-1

SUNCOAST COMPENSATION AND BENEFITS FOUNDATION, INC.

ARTICLES OF DISSOLUTION

~~ORIGINAL~~
8-31-06

Suncoast Compensation and Benefits Foundation, Inc., a Florida not-for-profit corporation, executes the following Articles of Dissolution pursuant to Section 617.1403, Florida Statutes:

- FIRST:** The name of the corporation is Suncoast Compensation and Benefits Foundation, Inc. (the "Corporation").
- SECOND:** The Corporation's Articles of Incorporation were filed on November 14, 1994.
- THIRD:** The Corporation has four (4) Members with voting rights. The Members approved these Articles of Dissolution and the Plan of Distribution of Assets by resolution at a meeting of its Members held on July 25, 2006. The number of votes cast by Members in favor of the dissolution was sufficient for approval.
- FOURTH:** The Corporation has no unpaid debts.
- FIFTH:** The date of adoption of the resolution by the Board of Directors ("Directors") to dissolve the Corporation and recommend the same to the Members of the Corporation was July 25, 2006. The number of Directors in office at the time of the vote was four (4) and the vote in favor of the resolution was sufficient for approval.
- SIXTH:** The effective date of these Articles of Dissolution shall be August 31, 2006.

Adopted this 25 day of July, 2006.

Suncoast Compensation and Benefits Foundation, Inc.

By: _____

Linda Garcia, Secretary

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SUNCOAST COMPENSATION AND BENEFITS FOUNDATION, INC.

PLAN OF DISTRIBUTION OF ASSETS

Pursuant to Section 617.1406, Florida Statutes, The Board of Directors ("Directors") of Suncoast Compensation and Benefits Foundation, Inc. (the "Corporation"), a not-for-profit Florida corporation, adopted a resolution approving the following Plan of Distribution of Assets and recommended the Plan of Distribution of Assets for adoption by the members of the Corporation. The Administrative Class Members ("Members") of the Corporation hereby adopt the following Plan of Distribution of Assets.

1. All liabilities and obligations of the Corporation are to be paid and discharged before the distribution of any Corporation assets;
2. All assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, are to be returned, transferred, or conveyed in accordance with such requirements;
3. All 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 dissolution, are to be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation;
4. All other assets, if any, are to be distributed in accordance with the Articles of Incorporation or 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
5. All remaining assets are to be distributed by the Board of Directors, in its sole discretion, to one or more organizations which themselves are corporations not for profit or to a state or local government for exclusively public purposes.

I hereby certify that the above Plan of Distribution of Assets of Suncoast Compensation and Benefits Foundation, Inc. has been adopted in compliance with Section 617.1406(1), Florida Statutes.

Adopted this 25 day of July, 2006.

Suncoast Compensation and Benefits Foundation, Inc.

By: 
Linda Garcia, Secretary