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DISSOLUTION OR WITHDRAWAL

HOPE WORLDWIDE - FLORIDA, INC.

Certificate of Status	0
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TALLAHASSEE FLORIDA

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**ARTICLES OF DISSOLUTION
OF
HOPE WORLDWIDE - FLORIDA, INC.
a Florida Not for Profit Corporation**

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**ARTICLE I
NAME**

The name of this Corporation is **HOPE WORLDWIDE - FLORIDA, INC.**

**ARTICLE II
DATE DISSOLUTION WAS AUTHORIZED**

The dissolution of this Corporation was authorized on March 11, 2007.

**ARTICLE III
APPROVAL**

Dissolution was approved by the sole Member and all of the members of the Board of Directors of this Corporation and, therefore, the number cast for approval was unanimous and therefore sufficient within the meaning of Section 617.1403(1)(c), Florida Statutes.

**ARTICLE IV
ACTION BY UNANIMOUS WRITTEN CONSENT**

A copy of the Action by Unanimous Written Consent of the sole Member and the Board of Directors of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the sole Member and Directors is attached hereto.

Signed this 12th day of March, 2007.

HOPE WORLDWIDE - FLORIDA, INC.

By: 

Randolph Jordan, President

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C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of HOPE WORLDWIDE - FLORIDA, INC, a Florida not for profit corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the sole Member and the Board of Directors of the Corporation by written action dated the 11th day of March, 2007.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 12th day of March, 2007.

HOPE WORLDWIDE - FLORIDA, INC.

By: Jan Jordan

Jan Jordan, Secretary

(CORPORATE SEAL)

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**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE MEMBER AND BOARD OF DIRECTORS OF
HOPE WORLDWIDE - FLORIDA, INC.**

The undersigned, being the sole Member and all of the members of the Board of Directors of HOPE WORLDWIDE - FLORIDA, INC., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 617.0821, Florida Statutes:

WHEREAS, the sole Member and the Board of Directors of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

THEREFORE, BE IT

RESOLVED, that, by unanimous vote of the sole Member and all of the members of the Board of Directors, the Corporation be completely liquidated and dissolved; and

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 617.1402 and 617.1403, Florida Statutes; and

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. HOPE WORLDWIDE - FLORIDA, INC, a Florida not for profit corporation (hereinafter referred to as the "Corporation"), will cease to carry on its business, except

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insofar as may be necessary to wind up its affairs within the meaning of Section 617.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on March 12, 2007, the effective date of the complete liquidation and dissolution of the Corporation.

2. The President of the Corporation is authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The President of the Corporation is authorized to distribute all of the assets of the Corporation, whether in cash or in kind, including but not limited to all intellectual property, in one distribution in complete liquidation, retaining such assets as are necessary to meet claims or liabilities of the Corporation, to HOPE worldwide, Ltd, a corporation exempt under Section 501(c)(3) of the Internal Revenue Code and Section 170(c)(2) of the Internal Revenue Code of 1986, and the applicable rules and regulations thereunder, to be used only for charitable, educational, or other purposes which are substantially similar to those of the dissolving corporation for charitable purposes. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

4. The President of the Corporation is authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

5. The President of the Corporation is authorized, empowered and directed to do any and all other things in its name and behalf which he may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete

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Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing actions this 11th day of March, 2007.

SOLE MEMBER:

HOPE worldwide, Ltd.

a ~~Pennsylvania~~ ^{Delaware} not-for-profit corporationBy: Randolph S. JordanRandolph S. Jordan, President
Vice

DIRECTORS:

Randolph S. Jordan
Randolph JordanJan Jordan
Jan JordanThomas Briscoe
Thomas Briscoe

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