

# N9500000575

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**DISSOLUTION OR WITHDRAWAL**

**THE JACKSONVILLE ZOOLOGICAL FOUNDATION, INC.**

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ARTICLES OF DISSOLUTION  
OF

THE JACKSONVILLE ZOOLOGICAL FOUNDATION, INC.

Pursuant to Section 617.1403, Florida Statutes, The Jacksonville Zoological Foundation, Inc., a Florida not for profit corporation, submits the following Articles of Dissolution:

ARTICLE I

The name of the corporation is The Jacksonville Zoological Foundation, Inc. (the "Corporation"). The Corporation was incorporated on December 18, 1995 under the Florida Not For Profit Corporation Act.

ARTICLE II

The document number of the Corporation is N95000005933.

ARTICLE III

The Corporation has no members, and the Dissolution of the Corporation is authorized by the Board of Directors.

ARTICLE IV

Dissolution of the Corporation was approved at a meeting of the Corporation's Board of Directors held on May 17, 2007, and reaffirmed at a meeting of the Corporation's Board of Directors held on September 26, 2007, both at the Jacksonville Zoo, 370 Zoo Parkway, Jacksonville, Florida. The number of current members of the Board of Directors is ten (10). Nine (9) Directors were present at the May 17<sup>th</sup> meeting and all of those nine (9) Directors unanimously voted in favor of the dissolution of the Corporation. Nine (9) Directors were also present at the September 26<sup>th</sup> meeting and all of those nine (9) Directors unanimously affirmed the dissolution of the Corporation.

ARTICLE V

Dissolution of the Corporation is effective as of the date on which these Articles are filed with the Department of State of the State of Florida.

Signature: Howard Coker  
Howard Coker, Chairman

9/25/07  
Date

**THE JACKSONVILLE ZOOLOGICAL FOUNDATION, INC.**

**PLAN OF DISTRIBUTION OF ASSETS**

**UPON DISSOLUTION**

This Plan for the distribution of assets of The Jacksonville Zoological Foundation, Inc. (the "Corporation") is hereby adopted by the Board of Directors of the Corporation, pursuant to the resolutions duly adopted by the Board of Directors on May 17, 2007, and reaffirmed on September 26, 2007, authorizing and directing the dissolution of the Corporation:

**PREAMBLE**

WHEREAS, the Board of Directors has resolved to dissolve the Corporation.

WHEREAS, in connection with the dissolution of the Corporation, the Board of Directors is adopting a Plan for the distribution of the Corporation's assets upon its dissolution.

NOW, THEREFORE, the Board of Directors of the Corporation hereby directs that the assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged (or adequate provision therefor shall be made).
2. All assets held by the Corporation (if any) upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the Corporation's dissolution, shall be immediately returned, transferred or conveyed in accordance with such requirements.
3. All other assets held by the Corporation shall be transferred to the Jacksonville Zoological Society, Inc., a Florida not for profit corporation that supports the Jacksonville Zoo.

Pursuant to Section 617.1406(4), Florida Statutes, I hereby certify that I am a duly authorized officer of the Corporation and that the above Plan of Distribution of Assets was duly adopted by a majority of the Board of Directors of The Jacksonville Zoological Foundation, Inc., then in office, at a meeting of the Board held on May 17, 2007, and reaffirmed on September 26, 2007, and meets the requirements of subsection (2) of Section 617.1406, Florida Statutes.

  
Howard Coker, Chairman

9/25/07  
Date