

NA7000001394

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA



Tax, Estate and Business Counsel

February 10, 2025

BY CERTIFIED MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dissolution of The Schneer Foundation, Inc. (EIN: 65-0735017)

Dear Sir or Madam,

Enclosed please find the following documents:

- Cover Letter;
- Articles of Dissolution;
- The Schneer Foundation, Inc. Plan of Distribution of Assets;
- Unanimous Written Consent of all of the Directors of the Schneer Foundation, Inc. in lieu of Meeting; and
- A check in the amount of \$43.75 for the filing fee & certified copy.

Please acknowledge receipt of this notification by returning a date stamped copy of this letter in the postage paid envelope provided.

If you need anything further, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Best Wishes.

Very Truly Yours,

Jill Alexy
Assistant to Amy B. Naughton and Linda Liu

Enclosures

Exhibit A

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Schmeer Foundation, Inc.- Dissolution

DOCUMENT NUMBER: N97000001394

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amy B. Naughton

(Name of Contact Person)

Lourie & Cutler, P.C.

(Firm/Company)

60 State Street

(Address)

Boston, MA 02109

(City/State and Zip Code)

For further information concerning this matter, please call:

Amy B. Naughton

at (617)

742-6720

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☒ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
The Schmeer Foundation, Inc.

SECOND: The document number of the corporation (if known): N97000001394

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted _____
_____. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was 12/31/24.

The number of directors in office was 3 and the vote for resolution was 3 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: _____
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: Stacey L.S. Lee
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Stacey L.S. Lee

(Typed or printed name of person signing)

Director, Secretary, Treasurer, VP

(Title of person signing)

Filing Fee: \$35

FILED
2025 FEB 19 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT B

THE SCHNEER FOUNDATION, INC.
PLAN OF DISTRIBUTION OF ASSETS

This Plan of Distribution of Assets is made and entered into by The Schneer Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), to be effective as of December 31, 2024.

WHEREAS, it was determined by the Board of Directors of the Corporation that it would be in its best interest to dissolve as a Florida not-for-profit corporation in accordance with the laws of the State of Florida;

WHEREAS, in connection with such dissolution and in accordance with the requirements of Section 617.1406 of the Florida Not For Profit Corporation Act, the Corporation desires to enter into this Plan of Distribution of Assets;

NOW, THEREFORE, in consideration of the premises above and intending to be legally bound hereby, the following is adopted as a Plan of Distribution of Assets for the purpose of properly distributing all assets, liabilities and obligations of the Corporation.

1. All of the right, title and interest in and to all of the net assets of the Corporation shall, upon dissolution, be assigned to the Bessemer Giving Fund, for purposes of establishing a donor advised fund to be named the Schneer Bessemer Giving Fund (the "Donor Advised Fund").
2. Stacey L.S. Lee shall serve as the account holder of the Donor Advised Fund. Jenessa L. Freid and Jared W. Lee shall each be designated a successor account holder of the Donor Advised Fund upon the death of Stacey L.S. Lee.
3. The Corporation has no assets held upon a condition requiring return, transfer, or conveyance by reason of dissolution.
4. The officer signing below hereby certifies the Corporation's compliance with Section 617.1406(2) of the Florida Not For Profit Corporation Act.

By signing below, such officer hereby authenticates this Plan of Distribution of Assets.

THE SCHNEER FOUNDATION, INC.

A Florida not-for-profit corporation

Signed by:
By: Stacey L.S. Lee
03B79C8C2087422...
Stacey L.S. Lee, Secretary

**UNANIMOUS WRITTEN CONSENT OF ALL OF THE DIRECTORS OF THE SCHNEER
FOUNDATION, INC. IN LIEU OF MEETING**

The undersigned, constituting all of the directors of The Schmeer Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act, do hereby consent that the following actions be taken by the Corporation in lieu of a meeting of the directors of the Corporation:

WHEREAS, the undersigned deem it advisable and in the best interests of the Corporation to dissolve the Corporation pursuant to Section 617.1402 of the Florida Not For Profit Corporation Act;

RESOLVED: The Board of Directors of the Corporation hereby recommends that the Corporation be dissolved.

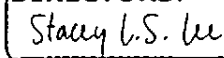
RESOLVED: That the Secretary is hereby authorized to execute the Articles of Dissolution, which are attached hereto and incorporated herein as Exhibit A.

RESOLVED: That the Secretary is hereby authorized to execute the Plan of Distribution of Assets, which are attached hereto and incorporated herein as Exhibit B.

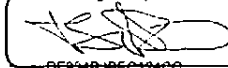
RESOLVED: That the Secretary is hereby further authorized to execute and deliver any other documents, consents or agreements which may be necessary in order to wind up the affairs and dissolve the Corporation.

IN WITNESS WHEREOF, the undersigned directors have executed this Unanimous Written Consent effective as of December 31, 2024.

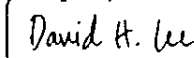
DIRECTORS:


03B79C6C20D7422
Stacey L.S. Lee

DocuSigned by:


DF954B38C6124C9
Brandon Reid

Signed by:


5CA788CB348F4A2
David H. Lee