

N97000002334

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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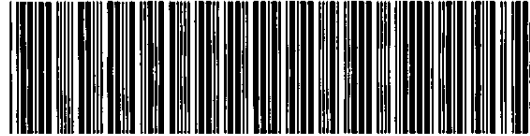
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lambert Foundation, Inc.

**DOCUMENT NUMBER:** N97000002334

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

Please return all correspondence concerning this matter to the following:

Neal R. Lohuis, Treasurer  
(Name of Contact Person)

Lambert Foundation, Inc.  
(Firm/Company)

2935 20th Street  
(Address)

Vero Beach, FL 32960  
(City/State and Zip Code)

For further information concerning this matter, please call:

Neal R. Lohuis at ( 772 ) 469-3133  
(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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION  
OF  
LAMBERT FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1403 of the Florida Statutes, Lambert Foundation, Inc., a Florida not-for-profit corporation, submits the following Articles of Dissolution:

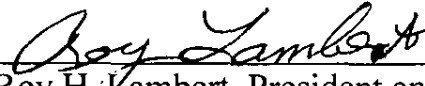
FIRST: The name of the Corporation as currently filed with the Florida Secretary of State is Lambert Foundation, Inc.

SECOND: The Document Number of the Corporation is N97000002334.

THIRD: The dissolution of the Corporation was authorized and is to be effective as of December 30, 2014.

FOURTH: The Corporation has no members. The Articles of Dissolution were adopted by the unanimous written consent of the six (6) current Directors of the Corporation representing all of the members of the Board of Directors of the Corporation, which action was sufficient for adoption of the Articles of Dissolution.

FIFTH: The Board of Directors also adopted the Plan of Distribution of Assets attached hereto.

Signature:   
Roy H. Lambert, President and Director

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TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS  
OF  
LAMBERT FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1406(2) of the Florida Statutes, Lambert Foundation, Inc., a Florida not-for-profit corporation, submits the following Plan of Distribution of Assets:

- FIRST:** All liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor.
- SECOND:** Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.
- THIRD:** All of the remaining assets of the Corporation are assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, education or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution. These assets are to be transferred to the Indian River Community Foundation, Inc., a domestic corporation engaged in the activities substantially similar to those of the Corporation.

**WRITTEN ACTION OF THE DIRECTORS  
OF  
LAMBERT FOUNDATION, INC.**

The undersigned, being all of the currently serving members of the Board of Directors of Lambert Foundation, Inc. (the "Company"), hereby take the following action by unanimous written consent:

**WHEREAS**, the Directors have determined that the continued operation of the Company is no longer in the best interests of the Company;

**WHEREAS**, pursuant to the provisions of Section 617.1402(2), the Board of Directors of a not-for-profit corporation without members can vote to dissolve at a meeting of the Board of Directors;

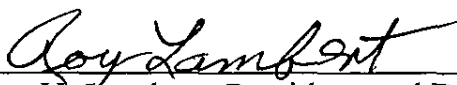
**WHEREAS**, pursuant to the provisions of Section 617.0821 of the Florida Statutes, the Directors may act without a meeting;

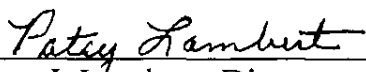
**NOW, THEREFORE**, the Directors hereby act by unanimous consent as of December 8, 2014, to adopt the following resolutions:

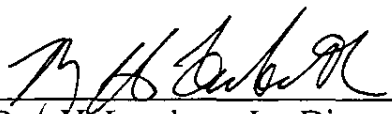
**RESOLVED**, that pursuant to the provisions of Section 617.1402(2), the Company adopts the Plan of Distribution of Assets attached hereto and directs the President of the Company to file such Plan of Distribution of Assets with the Florida Secretary of State as required by Section 617.1406(4) of the Florida Statutes;

**RESOLVED**, that the Company adopts the Articles of Dissolution attached hereto and directs the President of the Company to file such Articles of Dissolution with the Florida Secretary of State as required by Section 617.1403 of the Florida Statutes;

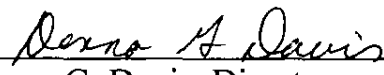
**RESOLVED**, that the Company shall be dissolved and that the President of the Company is hereby directed to take any and all action necessary to dissolve the Company, including but not limited to, the execution of the agreement with the Indian River Community Foundation, Inc. as attached hereto and the delivery of all of the assets of the Company in accordance therewith.

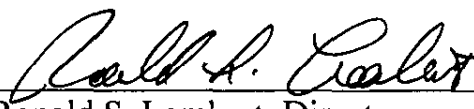
  
\_\_\_\_\_  
Roy H. Lambert, President and Director

  
\_\_\_\_\_  
Patsy J. Lambert, Director

  
\_\_\_\_\_  
Roy H. Lambert, Jr., Director

  
\_\_\_\_\_  
Philip A. Lambert, Director

  
\_\_\_\_\_  
Donna G. Davis, Director

  
\_\_\_\_\_  
Ronald S. Lambert, Director