

N98000005519

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

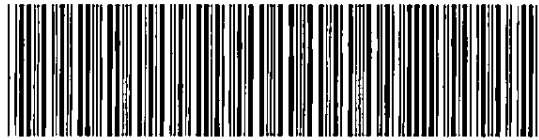
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200420166652

12/11/23--01025--019 **35.00

FILED
2023 DEC 11 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FL

Dissolution

JAN 11 2024

REGISTRATION

KRAMER, SOPKO & COPELAND, P.A.

ROBERT S. KRAMER

JAMES SOPKO

Board Certified Tax Lawyer
Board Certified Wills, Trust
and Estates Lawyer

JOHN K. COPELAND

Supreme Court Certified Circuit Civil Mediator

411 SE OSCEOLA STREET, SUITE 200

STUART, FLORIDA 34994

POST OFFICE BOX 2421

STUART, FLORIDA 34995

(772) 288-0048

MAIN FAX (772) 288-0049

EMAIL: JSopko@kscattorneys.com

December 6, 2023

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

Re: Susan R. and John W. Sullivan Foundation, Inc.
Document No. N98000005519
Our File No. 12386.01

Dear Division of Corporations:

Enclosed are the Articles of Dissolution of Susan R. and John W. Sullivan Foundation, Inc. with a Plan of Complete Liquidation and Dissolution attached. Also enclosed is a check in the amount \$35.00 representing the filing fee of the Articles of Dissolution.

Please accept the enclosed Articles with the attachment for filing. If you have any questions, please feel free to call.

Sincerely,



James Sopko

JS/sjk

Enclosures

Sullivan, John W. & Susan Sullivan Foundation Dissolution of Foundation Ltr-FL Div of Corp 2023 1206

2023 DEC 11 10:21
RECEIVED
SECRETARY OF STATE

**ARTICLES OF DISSOLUTION
OF
SUSAN R. AND JOHN W. SULLIVAN FOUNDATION, INC.**

SUSAN R. AND JOHN W. SULLIVAN FOUNDATION, INC., a Florida not-for-profit corporation, executes the following articles of dissolution pursuant to Section 617.1403 of the Florida Corporations Not-For-Profit Act:

- FIRST: The name of the corporation is SUSAN R. AND JOHN W. SULLIVAN FOUNDATION, INC. (the "Foundation").
- SECOND: The six Members of the Foundation approved the dissolution of the Foundation on September 1, 2023.
- THIRD: The number of votes cast by the Members of the Foundation for dissolution was six resulting in unanimous approval of that action by the Members.
- FOURTH: The attached Plan of Complete Liquidation and Dissolution was unanimously approved by the Members and is hereby certified to be a true and correct copy of said Plan.

Executed on this 1st day of September, 2023.

SUSAN R. AND JOHN W. SULLIVAN
FOUNDATION, INC., a Florida not-for-profit
corporation

By: Susan R. Sullivan
SUSAN R. SULLIVAN, President

FILED
2023 DEC 11 AM 11:21
SECRETARY OF STATE
FLORIDA

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. *Plan of liquidation.* SUSAN R. AND JOHN W. SULLIVAN FOUNDATION, INC., a Florida not-for-profit corporation (the "Foundation"), has six (6) Members. The Foundation shall cease the active conduct of its charitable purpose and wind up its affairs, and shall liquidate and distribute all of its assets in complete liquidation, less any assets that may be retained to meet claims, within the nine (9) month period beginning on the date of the adoption of this Plan of Complete Liquidation and Dissolution.

2. *Assets and liabilities.* The principal assets of the Foundation consist of securities and cash held in custodial accounts with Charles Schwab, in Account Nos. 2775-5003 and 5288-7236, and cash in SSB Account 25233537. The liabilities of the Foundation consist of operating expenses and other current liabilities, principally fees for investment services, fees for legal services to effect the liquidation of the Foundation, accounting fees and taxes for the Foundation's tax year ending December 31, 2023, and, if needed, any short tax year ending no later than May 31, 2024.

3. *Negotiation of terms by officers and directors.* The officers and directors of the Foundation are authorized and directed to consummate sales of all of the Foundation's assets, on such terms and conditions as they, in their discretion, shall deem beneficial to the Foundation.

4. *Intermediate distributions.* Commencing on September 1, 2023, the directors may from time to time authorize one or more distributions of the Foundation's property, in cash, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the Foundation or to pay any Chapter 42 Taxes, such as the Tax imposed under Section 4940.

5. *Final distribution.* Prior to May 31, 2024, all the assets shall be distributed to a public charity described in Sections 509(a)(1), 509(a)(2) or 509(a)(3), and such charity retains its public charity classification for at least three years following the receipt of the distribution and has been in existence and described in Section 170(b)(1)(A) other than clauses (vii) and (viii) for a continuous period of sixty (60) months immediately proceeding any such distribution. The Foundation shall not impose any major restrictions as described in Regulations 1.507-2(a)(7)(i) on any transferred assets. No distributions are permitted to any transfer organization that is controlled.

directly or indirectly, by the Foundation or by one or more disqualified persons, with respect to the Foundation.

6. *Dissolution.* The officers and directors of the Foundation shall proceed with the voluntary dissolution of the Foundation under the laws of the State of Florida at such time, not later than nine (9) months after the date of adoption of this Plan, as they may deem appropriate, and may withdraw the Foundation from qualification in any other state whenever they deem such action appropriate.

7. *Authorization.* The officers and directors of the Foundation are authorized, empowered, and directed to perform all such other acts and execute and file all documents which they deem necessary or advisable fully to carry out the intent and purposes of this Plan, including, without limitation, a Certificate of Dissolution under Florida Law, and such information and income tax returns as may be required by the United States Treasury Department.