

N98000006026

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June 14, 2000

PLEASE FILE THIS SECOND

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409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

100003293131--2
-06/16/00--01001-011
*****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find **Articles of Dissolution**, along with a check in the amount of **\$43.75** for the applicable filing fee and to obtain a **Certified copy of the Articles of Dissolution** for the following entity:

DOMINION COLLEGE, INC.

Document Number: N98000006026

Upon receipt, please "date stamp" the photocopy of the letter attached for our records and please call Ann Cotroneo at 222-7717 when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR2.176
Buchanan/40290-1

06-16-00
cc

FILED
00 JUN 15 PM 4:49
RECEIVED
00 JUN 15 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION OF
DOMINION COLLEGE, INC.
A Florida not-for-profit corporation**

FILED
00 JUN 15 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is DOMINION COLLEGE, INC.

ARTICLE II. DATE OF INCORPORATION

The Articles of Incorporation were filed on October 22, 1998.

ARTICLE III. COMMENCEMENT OF BUSINESS

The Corporation has not commenced business.

ARTICLE IV. DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on May 4, 2000.


ARTICLE V. MEMBER APPROVAL

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

ARTICLE VI. WRITTEN ACTION

A copy of the written action of the sole Member of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the President of the sole Member is attached hereto.

DOMINION COLLEGE, INC.

By: 
Daunesh Alcott
Chairman of the Board of Directors

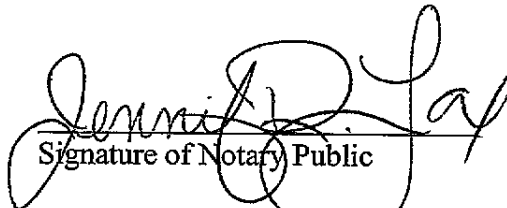
STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 4 day of MAY, 2000, by Daunesh Alcott, as Chairman of the Board of Directors of DOMINION COLLEGE, INC., a Florida not-for-profit corporation.



AFFIX NOTARY STAMP

JENNIFER R. FOX
Notary Public, State of Ohio
My Commission Expires 08-19-2004


Signature of Notary Public

JENNIFER R. FOX
(Print Notary Name)

My Commission Expires: 8-19-04

Commission No.: NA

☐ Personally known, or

☒ Produced Identification

Type of Identification Produced

PASSPORT

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of DOMINION COLLEGE, 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 of the Corporation by written action dated the 4th day of May, 2000.

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 4th day of May, 2000.

DOMINION COLLEGE, INC.

By: Estella Hickman
Estella Hickman, Secretary

(CORPORATE SEAL)

**WRITTEN ACTION
OF THE SOLE MEMBER OF
DOMINION COLLEGE, INC.**

The undersigned, being the sole Member of DOMINION COLLEGE, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), hereby takes the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 617.0701 and 617.0821, Florida Statutes:

WHEREAS, the Directors of the Corporation have recommended dissolution to the sole Member of the Corporation;

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

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

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

FURTHER RESOLVED, that the Directors of the Corporation are 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. DOMINION COLLEGE, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), is a not-for-profit corporation and, therefore, has no authorized common stock. The Corporation will cease to carry on its business, except insofar as may be

necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on May 1, 2000, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Directors of the Corporation have paid all debts of the Corporation and there are no claims against the Corporation.

3. Inasmuch as the Corporation was never activated, the Corporation did not acquire any assets during the period of its existence to be distributed upon its liquidation.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The Directors of the Corporation are 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.

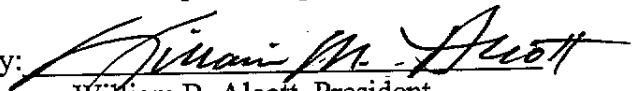
6. The Directors of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, officers and 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 approves and adopts the foregoing written action this 4th day
of May, 2000.

SOLE MEMBER:

LEARNING UNLIMITED
INTERNATIONAL SCHOOLS, INC.
an Ohio not-for-profit corporation

By:


William B. Alcott, President