

N99000000359

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

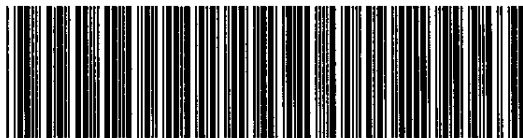
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2015 NOV 20 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dissolution of Marlins Foundation Inc.

**DOCUMENT NUMBER:** N99000000359

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

Please return all correspondence concerning this matter to the following:

Mr. David Samson

(Name of Contact Person)

c/o Proskauer Rose, LLP

(Firm/Company)

2255 Glades Road, Suite 421 Atrium

(Address)

Boca Raton, FL 33431-7360

(City/State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Bowers

at ( 561 ) 995-4763  
(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

## 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:  
Marlins Foundation Inc.

SECOND: The document number of the corporation (if known): N99000000359

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:**

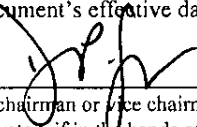
The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was November 10, 2015.

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: November 10, 2015  
(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: 

(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)

David Samson

(Typed or printed name of person signing)

Director and President

(Title of person signing)

**Filing Fee: \$35**

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2015 NOV 20 PM 4:05  
SECRETARY OF STATE  
FLORIDA

## Notice of Corporate Dissolution

*This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.*

*This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.*

Name of Corporation: Marlins Foundation, Inc.

*Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.*

*Description of information that must be included in a claim:*

(1) Contact information of claimant and claimant's attorney, if any, (2) date claim arose, (3) description of claim

(4) identification of known tangible evidence supporting claim, (5) identification of witnesses supporting claim,

(6) amount of claim, and (7) whether claim is matured or unmatured

*Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)*

Michel Bussiere

c/o Miami Marlins, L.P.

501 Marlins Way

Miami, FL 33125

*A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.*

David Samson

*Printed Name of the Person Filing*



*Signature of the Person Filing*

***Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00***

## **MARLINS FOUNDATION INC.**

### **Plan of Dissolution and Complete Liquidation**

MARLINS FOUNDATION INC., a Florida not for profit corporation (the "Foundation"), shall be completely liquidated in accordance with Chapter 617 of the Florida Statutes, the Internal Revenue Code of 1986, as amended, the Foundation's Articles of Incorporation and Bylaws, and pursuant to the following Plan of Dissolution and Complete Liquidation (the "Plan"):

1. As soon as practicable, the directors and officers shall do the following:
  - (i) wind up the affairs of the Foundation;
  - (ii) proceed to collect the assets of the Foundation, if any;
  - (iii) return, transfer, or convey any assets requiring return, transfer, or conveyance by reason of the Foundation's dissolution, if any; and
  - (iv) pay or make provision to pay all liabilities, claims, and obligations, including contingent, conditional or unmatured liabilities, claims, and obligations known to the Foundation, or establish adequate provisions and appropriate reserves to pay said expenses.
2. The Miami Marlins, L.P. established a fiscal scholarship fund (the "Fund") of the MIAMI FOUNDATION, INC., Miami, Florida (the "Miami Foundation"), as a successor in interest to Foundation.
3. The Fund, the Miami Foundation, and the Foundation are all organizations described in Internal Revenue Code Section 501(c)(3).
4. The Fund is engaged in substantially similar activities as the Foundation.
5. After the Foundation satisfies its obligations set forth in Section 1 above, all or substantially all of the Foundation's remaining assets shall be transferred or conveyed to the Fund, as both are engaged in substantially similar activities and for similar charitable purposes.
6. No director or officer shall have any liability to any other person, in connection with this Plan or any reserve held under this Plan, or any acts or omissions in connection with the foregoing, unless a court of competent jurisdiction shall have issued a final non-appealable order that finds that such director or officer has engaged in gross negligence or willful misconduct.
7. Notwithstanding anything to the contrary contained herein, in the event of any disagreement among the directors resulting in adverse claims, demands or requests being made in connection with any reserve held hereunder, or any portion thereof, or in the event that the directors in good faith are in doubt as to what action they should take hereunder, the directors may, at their sole discretion, take any one or all of the following actions: (a) institute an action for declaratory judgment relief and/or an interpleader action in any court of competent

jurisdiction to determine the rights of the parties hereto and deposit the reserve in question into the registry of such court; or (b) retain the reserve, or any portion thereof, until the directors shall have received a final non-appealable order of a court of competent jurisdiction directing delivery of such reserve, or any portion thereof, in which event the directors shall disburse the reserve, or any portion thereof, in accordance with such order. Each director thereof shall be entitled to reimbursement from any reserve established hereunder, for their reasonable out-of-pocket expenses incurred pursuant to this Plan, including attorneys' and paralegals' fees (including such fees upon appeal) and any and all disbursements, expenses, losses, damages and costs.

8. If a reserve is established to meet claims against the Foundation, the directors shall arrange for the distribution of any unused balance of the reserve to the Fund as soon as practicable after such claims have been satisfied or have expired, in the judgment of the directors.

9. Each director and officer is authorized to file, or to have counsel for the Foundation file, Form 990 with the Internal Revenue Service together with a certified copy of this Plan and any related resolutions, after the date of approval of this Plan by the directors.

10. Each director and officer is authorized and directed to file all other forms and documents required by the State of Florida, including Articles of Dissolution, and the federal government, as soon as practicable.

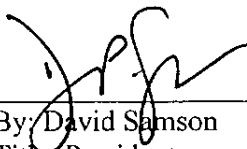
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11. Each director and officer is authorized and directed to take such additional actions as he or she deems necessary or appropriate to carry out the intent and accomplish the purposes of this Plan, including granting authority to any one or more employees or agents of the Foundation to take any of the actions authorized hereunder to be taken by any director or officer.

**OFFICER'S AUTHENTICATION  
AND  
CERTIFICATION OF COMPLIANCE**

I, David Samson, as President of the MARLINS FOUNDATION INC., do hereby authenticate the foregoing Plan of Dissolution and Complete Liquidation.

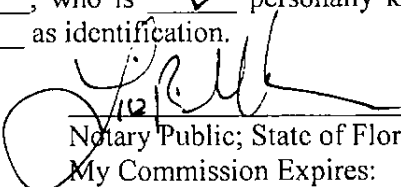
I hereby certify that the foregoing Plan of Dissolution and Complete Liquidation was adopted in compliance with the requirements of Section 617.1406(2) of the Florida Statutes.

  
\_\_\_\_\_  
By: David Samson  
Title: President

STATE OF FLORIDA                     )  
COUNTY OF                            )

The foregoing instrument was sworn & subscribed before me this 10<sup>th</sup> day of November, 2015, by David Samson, who is ✓ personally known to me OR \_\_\_\_\_ has produced \_\_\_\_\_ as identification.

NOTARY OR CLERK SEAL

  
\_\_\_\_\_  
Notary Public; State of Florida  
My Commission Expires:

