

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
Phone : (888) 491-1120
Fax Number : (954) 343-6962

**DISSOLUTION OR WITHDRAWAL
THE SCHACKNOW MUSEUM OF FINE ARTS, INC.**

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ARTICLES OF DISSOLUTION
OF
THE SCHACKNOW MUSEUM OF FINE ARTS, INC.

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

ARTICLE I

The name of the corporation is THE SCHACKNOW MUSEUM OF FINE ARTS, INC.

ARTICLE II

The Articles of Incorporation were filed on July 16, 1999, under document number N99000004274.

ARTICLE III

The corporation has no members entitled to vote on dissolution, and the resolution of dissolution was adopted pursuant to a written consent in lieu of meeting of the board of directors effective as of December 1, 2015, in accordance with Florida Statutes Sections 617.0820 and 617.0821. There were three (3) directors in office on December 1, 2015, and the vote approving the resolution of dissolution was unanimous.

ARTICLE IV

The effective date of the dissolution of the Corporation shall be upon the filing of these Articles with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on 4 December, 2015.


Paul Schacknow, President

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: The Schacknow Museum of Fine Arts, 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. The legal name, address and contact information of the individual or entity asserting the claim.*

- 2. The amount of the claim.*

- 3. Identification or brief description of the agreement or other circumstances under which the claim arose.*

- 4. Any other information which is necessary to verify the nature and amount of the claim, including copies of any relevant documents.*

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

c/o Paul Schacknow

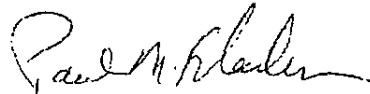
15 Sheldrake Lane

Palm Beach Gardens, FL 33418

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.

Paul Schacknow, President

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

**PLAN OF DISTRIBUTION OF ASSETS
AND LIQUIDATION OF
THE SCHACKNOW MUSEUM OF FINE ARTS, INC.**

Pursuant to section 617.1406(4), Florida Statutes, this Florida not for profit corporation submits the following Plan of Distribution of Assets and Liquidation:

1. PLAN OF LIQUIDATION. This Plan is intended to accomplish the complete liquidation of THE SCHACKNOW MUSEUM OF FINE ARTS, INC., a Florida not for profit corporation (the "Corporation"), through the transfer of its remaining available assets to the SCHACKNOW FAMILY FOUNDATION, INC., a Florida not for profit corporation (the "Transferee Foundation"), in complete liquidation in accordance with Section 507(b)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). Such liquidation shall be accomplished in the manner stated in this Plan.

2. APPROVAL. The Plan has been adopted by the board of the directors of the Corporation pursuant to Florida Statutes Sections 617.1406(2) and 617.0821(1).

3. DISTRIBUTION OF ASSETS. On or before December 31, 2015, the Corporation shall transfer all of its property to the Transferee Foundation, which is governed by an Articles of Incorporation dated July 22, 2015 and accompanying Bylaws, said Transferee Foundation being qualified under Section 501(c)(3) of Code; provided, however, that the Transferee Foundation satisfies the requirements under Florida Statutes Section 617.1406(3)(c). Such transfer is made pursuant to the Articles of Amendment to Articles of Incorporation of the Corporation dated December 15, 1999, which provides as follows:

"Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall

Plan of Distribution of Assets and Liquidation of
The Schacknow Museum of Fine Arts, Inc.

determine, which are organized and operated exclusively for such purposes."

The transfer of assets from the Corporation to the Transferee Foundation shall be made in-kind to the extent possible. Notwithstanding any provision contained herein to the contrary, any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

4. PAYMENT OF LIABILITIES. On or before the date of transfer referred to in Paragraph 3 above, the Corporation shall pay all of its ascertained liabilities. After the date of transfer referred to in Paragraph 3 above, any remaining ascertained liabilities which have not yet been paid, as well as any unascertained or contingent liabilities and expenses arising after such date, shall be payable by the Transferee Foundation pursuant to the Assignment and Assumption Agreement effective as of December 31, 2015.

5. CESSATION OF BUSINESS ACTIVITY. From and after the date of the transfer referred to in Paragraph 3 above, the Corporation shall not engage in any business activities. The Directors then in office, and, at their pleasure, the Officers shall continue in office solely for the purpose of winding up the business affairs of the Corporation, and after such date shall take no action whatsoever which is, or which can be construed to be, inconsistent with the status of liquidation, and such status shall be continued until the date of dissolution of the Corporation.


6. DISSOLUTION. Promptly after the date of the transfer referred to in Paragraph 3, the Directors shall execute and cause to be filed Articles of Dissolution with the Secretary of State, Corporate Division, State of Florida. In addition, the Corporation shall be caused to be filed such other documents and information required to be filed by reason of the complete liquidation of the Corporation.

7. AUTHORIZATION OF NECESSARY ACTS. The Directors of the Corporation shall carry out and consummate the Plan, and shall have power to adopt all resolutions, execute all documents and file all papers and take all other actions they deem necessary or desirable for the purpose of effectuating the dissolution of the

Plan of Distribution of Assets and Liquidation of
The Schacknow Museum of Fine Arts, Inc.

assets, and affairs, including but not limited to, the execution and filing of any documents with the Internal Revenue Service or the Secretary of State, Corporate Division, State of Florida.

Dated: 4 December, 2015



Paul Schacknow, President