

OKLAWAHA VALLEY AUDUBON SOCIETY, INC.
A Florida Not-For-Profit Corporation

**A RESOLUTION OF THE MEMBERS
FOR DISSOLUTION**

WHEREAS, Oklawaha Valley Audubon Society, Inc. (the “Corporation”), is a Florida Not-For-Profit Corporation with the goal of leading the community in protecting birds, wildlife, and the places they need throughout Lake County and the surrounding region using science, advocacy, and conservation, and

WHEREAS, the Bylaws for the Corporation were revised and Adopted on March 6, 2022 and do not include a provision regarding the procedure for dissolution of the Corporation, and

WHEREAS, Article XVI of the revised Bylaws provides that any procedural matters not covered by the Bylaws shall be governed by Chapter 617 of the Florida Statutes, and

WHEREAS, Florida Statue 617.1402 provides the manner in which a Florida Not-For-Profit Corporation shall be dissolved, and

WHEREAS, on December 1, 2023, the Board of Directors resolved that, due to low participation, the Board of Directors determined it is in the Corporation’s best interest that the Corporation be dissolved, and

WHEREAS, there has not been an improvement in participation or a sufficient interest shown by the members to serve on the Board of Directors, and

WHEREAS, a meeting of the Membership was held on March 3, 2024, at which a quorum was present, and

WHEREAS, by vote, the Members have determined it is in the Corporation’s best interest that the Corporation be dissolved.

NOW THEREFORE, be it hereby resolved by affirmative vote of the Membership of the Corporation as follows:

RESOLVED, that it is deemed in the best interests of the Corporation that it be dissolved;

RESOLVED FURTHER, that a plan of liquidation is hereby adopted dissolving the Corporation and providing that all dissolution and winding up shall be completed by May 31, 2024 or as soon as possible thereafter, said plan authorizing the Board of Directors and officers of the Corporation to take all steps necessary and proper to provide for the assembling and marshalling of the assets of the Corporation, the paying of or making adequate provisions for the creditors and debtors of the Corporation, hiring professionals and paying same for dissolution, filing appropriate final paperwork with the State of Florida and Internal Revenue Service, and the distribution of the

remaining assets to the Trout Lake Nature Center pursuant to the Amended and Restated Articles of Incorporation dated December 3, 2017;

RESOLVED FURTHER, that the following plan of liquidation be followed by the Board of Directors of the Corporation;

1. All liabilities and obligations of the Corporation will be paid and discharged, or adequate provisions will be made therefor;
2. All assets held by the corporation upon condition requiring return, transfer, or conveyance which condition occurs by reason of the dissolution, will be returned, transferred, or conveyed in accordance with such requirements;
3. Assets received and held by the corporation subject to limitations pertaining to their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, will be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in this plan of distribution of assets;
4. Other assets, if any, will be distributed in accordance with the provisions of the Amended and Restated Articles of Incorporation and be distributed to Trout Lake Nature Center so long as it qualifies as a non-profit organization under section 501(c)(3) of the Internal Revenue Code, and if Trout Lake Nature Center fails to qualify or fails to accept the assets, the assets will be distributed to another local, environmental, non-profit organization qualifying under section 501(c)(3) of the Internal Revenue code as chosen by the directors of the Corporation; and
5. Any remaining assets will be distributed to Trout Lake Nature Center so long as it qualifies as a non-profit organization under section 501(c)(3) of the Internal Revenue Code, and if Trout Lake Nature Center fails to qualify or fails to accept the assets, the assets will be distributed to another local, environmental, non-profit organization qualifying under section 501(c)(3) of the Internal Revenue code as chosen by the directors of the Corporation.

RESOVLED FURTHER, that upon distribution of all of the assets of the Corporation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and prepare a final federal income tax return on its behalf;

RESOLVED FURTHER, that the officers of this Corporation are hereby authorized and directed to execute all documents required by law to be filed, and to do all other things necessary or convenient to effect the dissolution of this Corporation pursuant to said plan, including notification to the National Audubon Society in accordance with the terms provided in the Amended and Restated Articles of Incorporation, and transfer the assets of the Corporation accordingly.

PASSED AND RESOLVED by a sufficient vote of the Membership of the Oklawaha Valley Audubon Society, Inc., this _____ day of _____, 2024.

Oklawaha Valley Audubon Society, Inc.,
A Florida Not-For-Profit Corporation

By: _____

Name / Title

ATTEST:

Secretary

PASSED AND RESOLVED by a sufficient vote of the Membership of the Oklawaha Valley Audubon Society, Inc., this 3rd day of March, 2024.

Oklawaha Valley Audubon Society, Inc.,
A Florida Not-For-Profit Corporation

By: Stacy Heinemann
Stacy Heinemann
PRESIDENT
Name / Title

ATTEST:

Shirley E. Risher
Secretary