

AGENDA

SCHOOL BOARD WORKSHOP

GADSDEN COUNTY SCHOOL BOARD  
MAX D. WALKER ADMINISTRATION BUILDING  
35 MARTIN LUTHER KING, JR. BLVD.  
QUINCY, FLORIDA

February 25, 2014

5:45 P.M.

THIS WORKSHOP IS OPEN TO THE PUBLIC

1. CALL TO ORDER
2. DISCUSS AND PROPOSE FOR ADOPTION OF THE GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION RESOLUTION AND ARTICLES OF DISSOLUTION
3. ADJOURNMENT

## MEMORANDUM

TO: Deborah S. Minnis  
FROM: Aaron R. Holloway   
DATE: February 18, 2014  
RE: Gadsden County School Board Leasing Corporation

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Attached please find the following:

1. Corporate Resolution prepared for execution by Reginald C. James, Secretary of the Gadsden County School Board Leasing Corporation ("Leasing Corporation"). This Resolution needs to be passed by the Board of Directors of the Leasing Corporation wherein they state that the Corporation has not commenced to conduct business, has no assets or unpaid debt, and it is in their judgment that the Leasing Corporation should be dissolved.

2. The Articles of Dissolution, which will need to be signed by the President of the Gadsden County School Board Leasing Corporation, whom we believe to be Isaac Simmons, Jr. This document should be signed after the above-described corporate Resolution has been passed.

3. The School Board of Gadsden County Florida's Resolution, relating to the dissolution of the Corporation, will also need to be signed. In this document the School Board, by and through its Board of Directors, acknowledges and approves the dissolution of the Leasing Corporation. This should be executed after the Resolution by

Memo: Deborah S. Minnis  
February 18, 2014  
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the Leasing Corporation has been approved and executed. More specifically, this document should be approved and executed at the School Board meeting.

ARH/cv

Attachments

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**SUMMARY SHEET**

**RECOMMENDATION TO SECRETARY FOR GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION AGENDA**

**AGENDA ITEM NO.** \_\_\_\_\_

**DATE OF SCHOOL BOARD MEETING:** February 25, 2014

**TITLE OF AGENDA ITEMS:** Resolution of Dissolution

**DIVISION:** Finance Department / General Counsel

**PURPOSE AND SUMMARY OF ITEMS:** Discuss and adopt the GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION - Corporate Resolution of Dissolution

**FUND SOURCE:** Not applicable

**AMOUNT:** Not applicable

**PREPARED BY:** Kim Ferree

**POSITION:** Assistant Superintendent for Business Services

**INTERNAL INSTRUCTIONS TO BE COMPLETED BY PREPARER**

\_\_\_\_\_ Number of ORIGINAL SIGNATURES NEEDED by preparer.

**SECRETARY'S SIGNATURE:** page(s) numbered \_\_\_\_\_

**PRESIDENT'S SIGNATURE:** page(s) numbered \_\_\_\_\_  
Be sure that the Comptroller has signed the budget page.

**GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION**  
**CORPORATE RESOLUTION OF DISSOLUTION**

I, **REGINALD C. JAMES**, do hereby certify that I am the duly elected and acting Secretary of **GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION** (the **Corporation**), and that the Board of Directors of the Corporation adopted the following resolution on February \_\_\_\_\_, 2014 (**Effective Date**):

RESOLVED, that since the Corporation has not commenced to conduct business, and has no assets or unpaid debt, in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be dissolved; and

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to file Articles of Dissolution pursuant to Section 617.1401 of the Florida Not For Profit Corporation Act with the Secretary of State of the State of Florida; and

FURTHER RESOLVED, that, if it is determined that the Corporation has assets, that such assets shall be distributed and conveyed to the School Board of Gadsden County, Florida, in accordance with the Corporation's Articles of Incorporation; and

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

\_\_\_\_\_  
**REGINALD C. JAMES**, Secretary

**SUMMARY SHEET**

**RECOMMENDATION TO SECRETARY FOR GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION AGENDA**

**AGENDA ITEM NO.** \_\_\_\_\_

**DATE OF SCHOOL BOARD MEETING:** February 25, 2014

**TITLE OF AGENDA ITEMS:** Articles of Dissolution

**DIVISION:** Finance Department / General Counsel

**PURPOSE AND SUMMARY OF ITEMS:** Discuss and adopt the GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION - Articles of Dissolution

**FUND SOURCE:** Not applicable

**AMOUNT:** Not applicable

**PREPARED BY:** Kim Ferree

**POSITION:** Assistant Superintendent for Business Services

**INTERNAL INSTRUCTIONS TO BE COMPLETED BY PREPARER**

\_\_\_\_\_Number of ORIGINAL SIGNATURES NEEDED by preparer.

**SECRETARY'S SIGNATURE:** page(s) numbered \_\_\_\_\_

**PRESIDENT'S SIGNATURE:** page(s) numbered \_\_\_\_\_

**Be sure that the Comptroller has signed the budget page.**

**ARTICLES OF DISSOLUTION  
OF  
GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION**

Pursuant to the provisions of Section 617.1401 of the Florida Business Corporation Act, **GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION**, a Florida not-for-profit corporation (the **Corporation**), hereby submits the following Articles of Dissolution:

1. The name of this Corporation is **GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION**.
2. The document number of the Corporation is N13000008482.
3. The Articles of Incorporation for the Corporation were filed on September 20, 2013.
4. The Corporation has not commenced to conduct its affairs.
5. The Corporation has no unpaid debts.
6. The Corporation has no members, and accordingly the dissolution was authorized at a meeting of the Board of Directors on February \_\_\_\_, 2014.
7. Dissolution was approved by unanimous vote of the Board of Directors, making the number of votes cast for dissolution sufficient for approval.

Dated this \_\_\_\_ day of February, 2014.

**GADSDEN COUNTY SCHOOL BOARD  
LEASING CORPORATION**

By: \_\_\_\_\_  
Isaac Simmons, Jr.  
President

Gadsden County School Board Leasing Corporation  
**ARTICLES OF DISSOLUTION**