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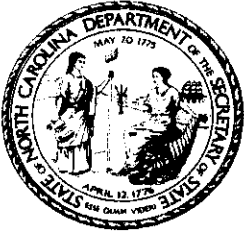
FOR REGISTRATION REGISTER OF DEEDS
REBECCA P SMITH
NEW HANOVER COUNTY, NC
2006 JUN 13 08:41:47 AM
BK:5035 PG:2517-2523 FEE:\$27.00

INSTRUMENT # 2006033291

Articles of Dissolution

mail

Alex Stanland
4637 Manchester Rd
Wilmington, NC 28405



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

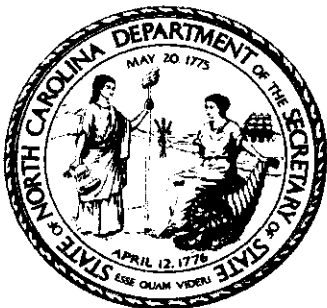
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF DISSOLUTION

OF

WINTER PARK VOLUNTEER FIRE DEPARTMENT, INC.

the original of which was filed in this office on the 25th day of May, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of May, 2006

Elaine F. Marshall

Secretary of State

**ARTICLES OF DISSOLUTION
BY DIRECTORS AND MEMBERS
FOR A NONPROFIT CORPORATION**

1. The name of the corporation is Winter Park Volunteer Fire Department, Inc.
2. The names, addresses and titles of the officers are:

President: James R Delia
905 Rolling Hills Cove
Wilmington, NC 28409

Vice President: Chris Diehl
4533 Alder Ridge Road
Wilmington, NC 28412

Treasurer: Graham Goodrum
317 Disney Drive
Wilmington, NC 28403
3. The names and addresses of the directors of the corporation are:

James R Delia
905 Rolling Hills Cove
Wilmington, NC 28409

Chris Diehl
4533 Alder Ridge Road
Wilmington, NC 28412

Graham Goodrum
317 Disney Drive
Wilmington, NC 28403

James Goodrum
208 Rose Avenue
Wilmington, NC 28403
4. Attached hereto is the plan of dissolution as required by NCGS 55A-14-03.
5. The dissolution of the corporation was authorized on the 7th day of November 2005.
6. Approval of the dissolution by members was required and it was so approved as required by Chapter 55A of the North Carolina General Statutes on the 7th of November 2005.

These articles will be effective upon filing.

This the 3 day of MAY, 2006

WINTER PARK VOLUNTEER FIRE DEPARTMENT, INC.

By: ✓ James R. Della James R. Della
President
James R. Della
Chairman, Board of Directors

PLAN OF DISSOLUTION

Winter Park Volunteer Fire Department, Inc.
a North Carolina nonprofit corporation

BACKGROUND STATEMENT

The corporation was incorporated March 26, 1956 as a volunteer fire department in New Hanover County and has existed as such, providing fire protection for the residents of New Hanover County, since that date. By the summer of 2005, the City of Wilmington had annexed substantially all of the area previously served by the department, providing fire protection services through its own fire department. Assistance with funding for its equipment was sought from agencies of local government, but such assistance was refused. At that time, the decision was taken by the directors, officers, and members of the corporation to terminate the corporate business and dissolve the corporation. In general terms, the plan so approved calls for the liquidation and disposal of the corporate assets and distribution of net cash proceeds therefrom to entities meeting the requirements of Section 501(c)(3) of the Internal Revenue Code.

PLAN

1. **Real Property.** The real property is to be sold, with structures intact. This purchase and sale is to be completed as quickly as possible, consistent with the needs of the parties. When the sale is completed, the net proceeds from the sale will be retained by the corporation for distribution in accordance with this Plan.
2. **Personal Property.** All marketable apparatus and other vehicles owned by the corporation will be sold. Those apparatus or vehicles which lack significant value or marketability because of age or condition will be donated to other fire departments which are able to use them. Equipment associated with each apparatus will be transferred with the apparatus. Any remaining items will be retained by the corporation for disposal by sale or donation, depending upon the nature and age of the equipment. Any equipment owned by New Hanover County or City of Wilmington will be returned to the appropriate custodian. All members of Winter Park Volunteer Fire Department who transfer to other fire departments will be allowed to take their personal protective equipment with them.
3. **Cash.** All cash assets of the corporation, including the proceeds from the liquidation of corporate non-cash assets, will be retained in the corporate treasury pending dissolution. After payment of all obligations of the corporation and costs of dissolution, the funds will be distributed.
4. **Distribution.** All corporate assets requiring transfer, return or conveyance will be transferred, returned or conveyed, as the case may be. Prior to distribution of

cash assets, all obligations or liabilities of the corporation shall be paid. When liabilities or obligations are satisfied and all costs and expenses of dissolution are paid, the remaining cash assets will be distributed to the following religious organizations in the percentages indicated.

- a. endowment of an academic scholarship at a college or university and/or a donation to Cape Fear Community College to assist in the establishment of a regional fire training facility 50%
- b. to religious organizations in New Hanover County 25%
- c. to other charitable, nonprofit organizations in New Hanover County 25%

This the 25 day of Feb, 2006.

WINTER PARK VOLUNTEER FIRE DEPARTMENT, INC.

By:


President

James R. Delia
Chairman, Board of Directors



REBECCA P. SMITH
REGISTER OF DEEDS, NEW HANOVER
216 NORTH SECOND STREET

WILMINGTON, NC 28401

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State of North Carolina, County of New Hanover

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