

Town of Fort Myers Beach
 Public Works Services, Inc.
 Agenda Item Summary

Blue Sheet Number: 2011-106 - U

1. Requested Motion: Motion to approve Resolution 11-04-U, Approving **Meeting Date:** 9/26/11 the Articles of Dissolution, Public Works Services Inc.

Why the action is necessary: State statutes require approval and filing with the State of Articles of Dissolution and a Plan for Distribution of Assets when a corporation is being dissolved.

What the action accomplishes: Approves Articles of Dissolution and a Plan for Distribution of Assets for the Town of Fort Myers Beach Public Works Services, Inc. (PWSI)

2. Agenda:

Consent
 Administrative

3. Requirement/Purpose:

Resolution
 Ordinance
 Other

4. Submitter of Information:

Council
 Town Staff
 Town Attorney

5. Background: This item will place before the Board of Directors the Articles of Dissolution and a Plan for Distribution of Assets for consideration. Upon approval, PWSI will be dissolved and the Town will assume all debts and liabilities of said corporation. The water utility function will then be considered to be an enterprise fund of the Town.

6. Alternative Action: Decline to approve the resolution.

7. Management Recommendations: Approve the resolution.

8. Recommended Approval:

Town Manager	Town Attorney	Finance Director	Public Works Director	Community Development Director	Cultural Resources Director	Town Clerk
						

9. Council Action:

Approved Denied Deferred Other

RESOLUTION 11-04-U

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE TOWN OF FORT MYERS BEACH PUBLIC WORKS SERVICES, INC., APPROVING THE ARTICLES OF DISSOLUTION AND PLAN OF DISTRIBUTION OF ASSETS PURSUANT TO SECTIONS 617.1403 AND 617.1406, FLORIDA STATUTES; AUTHORIZING THE PRESIDENT TO EXECUTE THE ARTICLES OF DISSOLUTION AND PLAN OF DISTRIBUTION OF ASSETS AND AUTHORIZING SUCH OTHER ACTIONS AS MAY BE NECESSARY OR CONVENIENT TO ACCOMPLISH THE DISSOLUTION OF THE TOWN OF FORT MYERS BEACH PUBLIC WORKS SERVICES, INC.; PROVIDING AN EFFECTIVE DATE.

WHEREAS, The Town of Fort Myers Beach Public Works Services, Inc, is a Florida Not For Profit corporation that was incorporated by the Town of Fort Myers Beach pursuant to Chapter 617 of the Florida Statutes; and

WHEREAS, The Town of Fort Myers Beach Public Works Services, Inc. desires to dissolve the corporation pursuant to Section 617.1402, Florida Statutes;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TOWN OF FORT MYERS BEACH PUBLIC WORKS SERVICES, INC., AS FOLLOWS:

Section 1. The Board of Directors of The Town of Fort Myers Beach Public Works Services, Inc. hereby recommends that said corporation be dissolved.

Section 2. The President is hereby authorized to execute the Articles of Dissolution, which are attached hereto and incorporated herein as Exhibit "A."

Section 3. The President is hereby authorized to execute the Plan of Distribution of Assets which are attached hereto and incorporated herein as Exhibit "B."

Section 4. The President is hereby further authorized to execute and deliver any other documents, consents or agreements which may be necessary in order to wind up the affairs and dissolve The Town of Fort Myers Beach Public Works Services, Inc..

Section 5. This Resolution shall take effect immediately upon its adoption.

The foregoing resolution was adopted on September 26, 2011, by The Town of Fort Myers Beach Public Works Services, Inc. upon motion by Director _____ and seconded by Director _____, with a vote as follows:

Chair Larry Kiker
Director Jo List
Director Joe Kosinski

Vice Chair Bob Raymond
Director Alan Mandel

THE TOWN OF FORT MYERS BEACH
PUBLIC WORKS SERVICES, INC.

Larry Kiker, President

Attest:

Jo List, Secretary

Approved as to form and legal sufficiency:

FOWLER WHITE BOGGS
Corporate Attorneys

Exhibit "A"
ARTICLES OF DISSOLUTION
OF
THE TOWN OF FORT MYERS BEACH
PUBLIC WORKS SERVICES, INC.

Pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act, The Town of Fort Myers Beach Public Works Services, Inc., a Florida non profit corporation (the "Corporation"), hereby submits the following Articles of Dissolution.

ARTICLE I

Name

The name of the Corporation is: The Town of Fort Myers Beach Public Works Services, Inc.

ARTICLE II

Document Number and Inception Date

The document number of the Corporation is N01000002885. The Corporation's inception date is April 19, 2001.

ARTICLE III

Dissolution Authorized

The Corporation has no members. On September 26, 2011, the Board of Directors unanimously voted to adopt the resolution to dissolve the Corporation and approved the Corporation's Plan of Distribution of Assets. There are currently five (5) directors who approved these Articles of Dissolution unanimously.

ARTICLE IV

Effective Date

The effective date of the dissolution shall be upon the filing of the Articles of Dissolution with the Florida Department of State.

**THE TOWN OF FORT MYERS BEACH
PUBLIC WORKS SERVICES, INC.**
a Florida non profit corporation

By: _____
Larry Kiker, President

Attest:

Jo List, Secretary

Approved as to form and legal sufficiency:

FOWLER WHITE BOGGS
Corporate Attorneys

EXHIBIT "B"

**THE TOWN OF FORT MYERS BEACH
PUBLIC WORKS SERVICES, INC.**

PLAN OF DISTRIBUTION OF ASSETS

This Plan of Distribution of Assets is made and entered into by The Town of Fort Myers Beach Public Works Services, Inc., a Florida not for profit corporation (the "Corporation"), to be effective as of September 26, 2011.

WHEREAS, it was determined by the Board of Directors of the Corporation that it would be in its best interest to dissolve as a Florida not-for-profit corporation in accordance with the laws of the State of Florida;

WHEREAS, in connection with such dissolution and in accordance with the requirements of Section 617.1406 of the Florida Not For Profit Corporation Act, the Corporation desires to enter into this Plan of Distribution of Assets;

NOW, THEREFORE, in consideration of the premises above and intending to be legally bound hereby, the following is adopted as a Plan of Distribution of Assets for the purpose of properly distributing all assets, liabilities and obligations of the Corporation.

1. All assets of the Corporation shall, upon dissolution, be assigned to the Town of Fort Myers Beach, Florida, a Florida municipal corporation.
2. All liabilities and obligations of the Corporation shall, upon dissolution, be either paid, discharged or assigned to the Town of Fort Myers Beach.
3. The Corporation has no assets held upon a condition requiring return, transfer, or conveyance by reason of the dissolution.
4. The officer signing below hereby certifies the Corporation's compliance with Section 617.1406(2) of the Florida Not For Profit Corporation Act.

By signing below, such officer hereby authenticates this Plan of Distribution of Assets.

**THE TOWN OF FORT MYERS BEACH
PUBLIC WORKS SERVICES, INC.**
a Florida non profit corporation

By: _____
Larry Kiker, President

Attest:

Jo List, Secretary

Approved as to form and legal sufficiency:

FOWLER WHITE BOGGS
Corporate Attorneys

**THE TOWN OF FORT MYERS BEACH
PUBLIC WORKS SERVICES, INC., a
Florida non profit corporation**