

**STATEMENT OF INTENT TO DISSOLVE  
THE FRIENDS OF DAYSPRING, INC.  
BY RESOLUTION OF ITS MEMBERS**

**TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

Pursuant to the provisions of § 10-3A-140 of the Code of Alabama (1975), as amended, the undersigned nonprofit Corporation submits the following statement of intent to dissolve the Corporation upon resolution of its members.

**FIRST:** The name of the corporation is The Friends of Dayspring, Inc. (the "Corporation").

**SECOND:** The names and respective addresses of its officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Sue Minor	President	98 Crestview Drive Birmingham, Alabama 35213
Anne Greaves	Vice President	3307 Montevallo Road Birmingham, Alabama 35223
Barbara Eisenhart	Treasurer	2834 Shook Hill Circle Birmingham, Alabama 35223
Nancy Terrell	Secretary	3376 South Cove Trace Birmingham, Alabama 35216

**THIRD:** The names and respective addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>
Sue Minor	98 Crestview Drive Birmingham, Alabama 35213

Anne Greaves

3307 Montevallo Road  
Birmingham, Alabama 35223

Barbara Eisenhart

2834 Shook Hill Circle  
Birmingham, Alabama 35223

Nancy Terrell

3376 South Cove Trace  
Birmingham, Alabama 35216

**FOURTH:** Attached hereto as Exhibit A is a copy of the minutes dated May 19, 1995 of the special meeting of the members of the Corporation evidencing their approval of the voluntary dissolution of the Corporation.

Effective this 25<sup>th</sup> day of August, 1995.

**THE FRIENDS OF DAYSPRING, INC.**

By: Susan A. Minor  
Its President

By: Nancy B. Terrell  
Its Secretary

STATE OF ALABAMA     )

Jefferson COUNTY     )

**VERIFICATION**

Before me, the undersigned Notary Public, in and for said County in said State, personally appeared on this date Nancy Terrell, who being by me first duly sworn, did depose and say as follows: (1) that the affiant is Secretary of The Friends of Dayspring, Inc., an Alabama nonprofit corporation, (2) that she, as such officer, is authorized and empowered to make this sworn affidavit and verification and to cause this Statement of Intent to Dissolve to be executed and filed for record, and (3) that she, as said officer of said corporation, is familiar with the contents of the foregoing Statement of Intent to Dissolve, and the same is the act and deed of the corporation, and the matters and things set forth in said Statement of Intent to Dissolve are true and correct.

Nancy B. Terrell  
Its: Secretary

Sworn to and subscribed before me on  
this 25<sup>th</sup> day of August, 1995.

Jean Hood Nelson  
NOTARY PUBLIC

My Commission Expires: 5-8-96

This document was prepared by: Allyson L. Edwards, Esq.  
Burr & Forman  
3100 SouthTrust Tower  
420 North 20th Street  
Birmingham, Alabama 35203  
(205) 251-3000

FRIENDS OF DAYSPRING  
Special Meeting

May 19, 1995

A special called meeting of the Friends of Dayspring was held at the home of Barbara Eisenhart at 10:30AM. Members present were Ann Greaves, Su Minor, Barbara Eisenhart, Nancy Terrell, Ellen Powell. Special guest was Lee Kennebrew.

Su read the letter she had sent out to all members (copy attached) stating the purpose of the meeting. 60 proxies were also mailed. There are 58 paid members who are eligible to vote. 44 proxies were returned, with 42 members voting to appoint those present to vote on their behalf. 39 members constitute a quorum.

The main business of the meeting was to act on the Board of Directors' recommendation to dissolve the organization. 40 members had voted by proxy for dissolution. A motion was made by Barbara to accept the Board's recommendation, second by Ann. All members present concurred. Lee commented that he had not received much response to the auxillary mailer or volunteer card from the banquet.

Nancy made the motion that we employ legal counsel to help with the dissolution, Ann seconded. The vote was approved. Barbara stated that there is currently \$7442.52 in our bank account. It is her feeling that we will probably not have any tax liability.

Lee suggested that leftover monies could be used as seed money for a new support group. He also commented that it could be used to upgrade the current bell to a carollon tower in Bill Greeley's honor. Perhaps it could be dedicated at a special closing party for Bill. Books can be closed after paying any taxes and legel fees and put in a designated account at King's Ranch.

It was decided that we would investigate costs on a bell tower before any final decision is made by the Board. Barbara moved to appoint the Board to decide how final distribution of funds will be made and to work with Lee on how best to honor Bill Greely. Ann seconded the motion, and the vote was approved.

There being no further business, the meeting was adjourned.

Respectfully submitted,

*Nancy Terrell*

Nancy Terrell, Secretary

Friends of Dayspring, Inc.

NOTICE OF MEETING

May 19, 1995

A special meeting of the Friends of Dayspring, Inc., will be held at the home of Barbara Eisenhart, 2834 Shook Hill Circle, on Friday, May 19, 1995, at 10:30 a.m., for the following purpose:

- (1) to act upon the Board of Directors' proposal to amend the Articles of Incorporation; and
- (2) to transact any other business that may properly come before the meeting.

This statement is furnished in connection with a solicitation of proxies by the Board of Directors of Friends of Dayspring, Inc.

The Corporation's purpose in the Articles of Incorporation (3.01) states, "the Corporation is organized and operated exclusively for the benefit of The Holy Innocents Ministry, Inc." Holy Innocents Ministry no longer exists as a separate organization and, therefore, the purpose of the Corporation has changed. Further, the Corporation cannot function with payment of dues as the only requirement of membership. A volunteer organization must have volunteers.

The Articles of Incorporation may not be amended, nor may the Corporation adopt a plan of dissolution, without the affirmative votes of not less than **two-thirds** of the votes entitled to be cast by members present or represented by proxy.

**Your vote is important.** Whether or not you plan to attend the meeting, please complete the enclosed proxy and return it promptly.

**The Board of Directors recommends a vote for the dissolution of the organization.** Any assets remaining after all debts or liabilities of the Corporation have been paid will be distributed to the successor organization of Holy Innocents Ministry.

By order of the Board of Directors,

*Susan N. Minor*  
Susan N. Minor  
President

May 1, 1995

Inst # 1995-24886

09/08/1995-24886  
09:49 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 MCD 10.00

Friends of Dayspring, Inc.  
SPECIAL MEETING  
Friday, May 19, 1995

**The Board of Directors solicits this proxy.**

\_\_\_\_ Yes, I plan to attend the meeting and vote in person.

\_\_\_\_ No, I will not be able to attend the meeting and hereby  
appoint the Board of Directors as proxy to vote on my  
behalf.

Signature \_\_\_\_\_

Date \_\_\_\_\_