



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/02/2012	201230700022	DISSOLUTION (DIS)	50.00	100.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

JEFFREY KONCZ
5180 GREENWICH ROAD
SEVILLE, OH 44273

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

1239220

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NICK & TERRY'S FOUNDATION

and, that said business records show the filing and recording of:

Document(s):
DISSOLUTION

Document No(s):
201230700022



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus,
Ohio this 30th day of November,
A.D. 2012.

Ohio Secretary of State



Form 560 Prescribed by:
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

Certificate of Dissolution
(Nonprofit, Domestic Corporation)
Filing Fee: \$50
(139-DISM (Members) & 175-DIST (Directors))

2012 NOV - 1 AM 11:51

Complete the following information.

The corporation named below has adopted a resolution of dissolution.

Name of Corporation

Charter Number

Location of Principal Office in Ohio

City

County

State

Names and addresses of the directors.

Name

Address

Name

Address

Name

Address

Names and addresses of the officers.

Mark N. Harbarger, CEO

Name

5180 Greenwich Road, Seville, OH 44273

Address

Terry E. Harbarger, Secretary/Treasurer

Name

5180 Greenwich Road, Seville, OH 44273

Address

Jeffrey Koncz, President

Name

5180 Greenwich Road, Seville, OH 44273

Address

Name and address of the Statutory Agent.

Jeffrey Koncz

Name

5180 Greenwich Road

Address

Seville

City

OH

State

44273

Zip Code

Please complete this section if the corporation is appointing a new agent.

ACCEPTANCE OF APPOINTMENT

The Undersigned, Jeffrey Koncz, named herein as the Statutory Agent Name

Statutory agent for, Nick and Terry's Foundation Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature [Signature] Individual Agent's Signature/Signature on behalf of Corporate Agent

[] If the agent is an individual using a P.O. Box, check this box to confirm the agent is an Ohio resident.

The date of dissolution if other than the filing date 11/31/2012 MM/DD/YYYY

Note: The date of dissolution must be on the date of filing, or a later date that is not more than 90 days after the date of filing, pursuant to Ohio Revised Code section 1702.47(H).

Check the appropriate box and provide information as required:

The resolution of dissolution was adopted by the **Directors**. Pursuant to Ohio Revised Code section 1702.47(C), directors may adopt a resolution in the following cases, please check the box to state the proper statement of the basis for the adoption.

The resolution of dissolution was adopted:

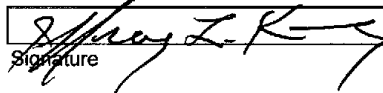
- When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of the creditors;
- By leave of the court, when a receiver has been appointed in a general creditor's suit or in any suit in which the affairs of the corporation are to be wound up;
- When substantially all of the assets have been sold at judicial sale or otherwise; or
- When the period of existence of the corporation specified in its articles has expired.

The resolution of dissolution was adopted by the **Members** pursuant to Ohio Revised Code section 1702.47(D).

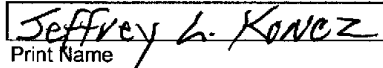
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer, unless the officer fails to execute and file the certificate within 30 days after the adoption of the resolution, or upon any date specified in the resolution as the date upon which the certificate is to be filed, or upon the expiration of any period specified in the resolution as the period within which the certificate is to be filed, whichever is latest, in which event the certificate of dissolution may be signed by any three voting members and shall set forth a statement that the persons signing the certificate are voting members and are filing the certificate because of the failure of the officers to do so.


Signature

By (if applicable)


Print Name

Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities for a Nonprofit Corporation, (ORC section 1702.47(G)(3)).

Nick and Terry's Foundation

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Dissolution and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1702.47 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	10/15/2012	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319	10/15/2012
		Overnight: P.O. Box 182413 Columbus, OH 43218-2413	Regular: P.O. Box 182413 Columbus, OH 43218-2413

Note: This affidavit must be signed by a person executing the certificate of dissolution or by an officer of the corporation.

Signature  Title

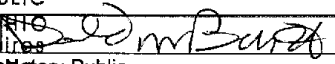
Name

Mailing Address

City State Zip Code

Acknowledged before me and subscribed in my presence on
Date



DONALD M BONZA
NOTARY PUBLIC
STATE OF OHIO
Comm. Expires July 22, 2017

Notary Public
Recorded in
Medina County

Commission Expires
Date

Complete the information in this section.

AFFIDAVIT OF PERSONAL PROPERTY

State of Ohio

County of Medina

SS:

Jeffrey Koncz
Name of Officer

, being first duly sworn, deposes and says that she/he is

President
Title of Officer

of

Nick and Terry's Foundation
Name of Corporation

and this affidavit is made in compliance with section 1702.47(D) of the Ohio Revised Code.

That said corporation has: (Check one (1) of the following)

- A. No personal property in any county in the State of Ohio
B. Personal property in the following county(ies)

Three empty rectangular boxes for listing counties.

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

- C. corporation is of the type required to pay personal property taxes to state authorities only

Signature: [Handwritten Signature]

Title: President

Acknowledged before me and subscribed in my presence on

Date 10/24/12



DONALD M BONZA
NOTARY PUBLIC
STATE OF OHIO
Comm. Expires
July 22, 2017
Recorded in
Medina County

[Handwritten Signature]
Notary Public

Expiration date of Notary Public's Commission Date 7/22/2017

NICK & TERRY'S FOUNDATION

We, the undersigned, constituting all members of the Board of Trustees of Nick & Terry's Foundation ("Corporation"), an Ohio not for profit corporation, take the following actions by this unanimous written consent, in accordance with Article IV., Section 12 of the Corporation's Code of Regulations, which consent may be executed in counterpart:

WHEREAS, the Board of Trustees has determined that it is in the best interests of this Corporation to be wound up and dissolved; and

WHEREAS, this Corporation has no members, other than the Trustees; and

WHEREAS, Article V. (e) of the Corporation's Articles of Incorporation (as amended), stipulates that: *"Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations described in §§501(c)(3) and 170(c)(2) of the Code (or corresponding provisions for any future United States internal revenue law) exclusively for charitable, religious, scientific, educational and public purposes."*

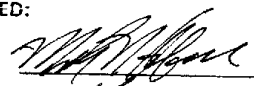
RESOLVED, that the Board of Trustees hereby elects to wind up and dissolve this Corporation; and

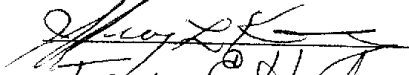
RESOLVED FURTHER, that the Board of Trustees, in accordance with Article V. (e) of the Corporation's Articles of Incorporation (as amended), hereby authorize the distribution of all residual assets to the Akron-Canton Regional Food Bank, a 501 (c)(3) charitable corporation located in Akron, Ohio; and

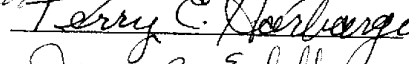
RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed to file the Certificate of Dissolution with the Ohio Secretary of State, as required by section 1702.47 of the Ohio Revised Code; to notify the IRS that this is the final year of operation of the Corporation, in conjunction with the filing of the 2012 990-PF; and, to take such further actions as may be necessary or convenient to wind up and dissolve this Corporation in 2012.

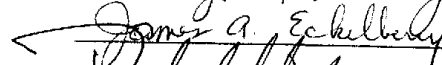
DATE: October 9, 2012

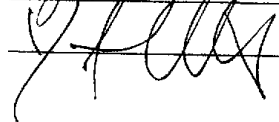
SIGNED:

 _____ Mark N. Harbarger, Chairman

 _____ Jeffrey Koncz, President

 _____ Terry E. Harbarger, Secretary/Treasurer

 _____ Jim Eckelberry, Trustee

 _____ Dave Carlisle, Trustee