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Marci Shaffer
(Requestor's Name)

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Plan. of Dist.
of Assets
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TALLAHASSEE, FLORIDA

TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO REALTY CORP.

(a dissolved Florida corporation not for profit)

PLAN OF DISTRIBUTION OF ASSETS

THIS PLAN OF DISTRIBUTION OF ASSETS (the "Distribution Plan") is prepared pursuant to the provisions of Florida Statutes, Section 617.1406, and is executed and delivered by Joseph Gordon in his capacity as the sole director of Transport Workers Union of America, AFL-CIO Realty Corp., a dissolved Florida corporation not for profit (the "Company").

Background

A. The Company was incorporated on February 14, 1957 upon the initiative of Transport Workers Union of America Local 500 ("Local 500"). Local 500 formed the Company with the intention that the Company would own and manage certain real property as described in Exhibit "A" (the "Property"). The Company acquired the Property from Local 500 by quit-claim deed dated March 11, 1957. A copy of that deed is attached as Exhibit "B".

B. The members of the Company consisted of the Executive Board of Local 500. Pursuant to the Charter of the Company, a copy of which is attached as Exhibit "C", the affairs of the Company were managed by a Board of Directors to be elected from among the members of the Executive Board of Local 500.

C. The Charter of the Company was "cancelled" (the equivalent of administrative dissolution by the Florida Department of State) on December 11, 1976.

D. From and after December 11, 1976, the Company continued its corporate existence for the limited purposes as provided currently in Florida Statutes, Section 617.1421 (3). Despite its administrative dissolution, the Company continued to own the Property, and does still.

E. On information and belief, the Executive Board of Local 500, constituting the sole members of the dissolved Company, and/or those of such members serving as the Board of Directors of the Company from time to time, caused the Company to collect property revenues and pay property taxes, insurance premiums and other Property expenses, and generally maintain the Property, over the years following the Company's dissolution. In addition, Local 500 and other tenants leased space at the Property, and do still.

F. Local 500 is an affiliate of Transport Workers Union of America, AFL-CIO ("TWU International"). On or about December 6, 1991, Local 500 became the subject of a TWU International imposed trusteeship, an action and status provided for under the TWU International Constitution (the "Constitution"). The Constitution is binding on Local 500. The trusteeship was a function of a reduction in membership of Local 500, due to the suspension of business of Pan Am Airways, the major employer.

G. In accordance with the Constitution and TWU International procedures, on or about December 9, 1992, the trusteeship of Local 500 terminated at which point Local 500 became an administrative local, subject to the administration and supervision of TWU International. Pursuant to Article VIII, Section 8 (b) of the Constitution, a TWU International representative was appointed to handle Local 500 affairs. The sole representative of Local 500 presently is the undersigned, Joseph Gordon.

H. In sum, the undersigned is the sole designated representative of TWU International, which administers and supervises Local 500, and the undersigned therefore is the only person acting or authorized to act for Local 500 and its Executive Board, and the only person acting or authorized to act for the Company.

Implementation

1. The Company hereby confirms that all liabilities and obligations of the Company have been, or will be in consummation of the Dissolution Plan, paid and discharged.

2. In furtherance of the discontinuation of Local 500 pursuant to, *inter alia*, Article XIV, Section 3, of the Constitution, the Property will be conveyed by Special Warranty Deed to TWU International, for the benefit and to advance the interests of the members of TWU International's Air Transport Division, which is the division of TWU International of which Local 500 is a part.

3. Also, in furtherance of the discontinuation of Local 500 pursuant to, *inter alia*, Article XIV, Section 3, of the Constitution, all leases and rents and other assets relating to the Property or otherwise owned by the Company will be conveyed by assignment or bill of sale to TWU International, for the benefit and to advance the interests of the members of TWU International's Air Transport Division.

4. This Plan of Distribution shall be filed with the Florida Department of State with the attached Officer's Certificate of Compliance.

Joseph Gordon, Liquidating Director

TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO REALTY CORP.

CERTIFICATE OF COMPLIANCE

The undersigned certifies that the Plan of Distribution of Assets for Transport Workers Union of America, AFL-CIO Realty Corp., a dissolved Florida not-for-profit corporation, has been prepared in compliance with the provisions of Florida Statutes, Section 617.1406(2). The Company has no remaining members entitled to vote on a Plan of Distribution. The Company's Plan of Distribution was adopted at a meeting of the Company's Board of Directors by vote of the sole director.

Joseph Gordon, Liquidating Director and
Administrator for Transport Workers Union
of America, AFL-CIO Realty Corp, a dissolved
Florida not-for-profit corporation

STATE OF TEXAS
COUNTY OF Tarrant

The foregoing instrument was acknowledged before me this 15th day of May, 2007, by Joseph Gordon, as director and administrator of Transport Workers Union of America, AFL-CIO Realty Corp, a dissolved Florida not-for-profit corporation. He [check one] ____ is personally known to me or ✓ produced evidence satisfactory to me as to his identify.

Notary Public

[Seal]

SHANNA D. ORTIZ
Notary Public, State of Texas
My Comm. Expires July 22, 2010

EXHIBIT A

Begin 336 feet West and 25 feet North of the SE corner of Tract 3 of Section 25, Township 53 South, Range 40 East of FLORIDA FRUIT LAND COMPANY'S SUBDIVISION NO. 1, according to the plat thereof recorded in Plat Book 2, Page 17 of the Public records of Miami-Dade County, Florida; thence West along a line parallel with the South line of said Tract 3, a distance of 60 feet to a point; thence North a line parallel with the East line of said Tract 3, a Distance of 150 feet to a point; thence East along a line 175 feet North of and parallel with the South line of said Tract 3, for a distance of 60 feet to a point; thence South along a line parallel with the East line of said Tract 3, a distance of 150 feet to the Point of Beginning.

RECEIVED 13 2006 GENERAL COUNSEL

This Indenture, Made this 15 day of March A.D. 19..

TRANSPORT WORKERS UNION OF AMERICA-CONGRESS OF INDUSTRIAL ORGANIZATIONS LOCAL 500, 3698 NW 36th Street, Hialeah, An unincorporated association

of the County of Dade and State of Florida, party of the first part, and

TRANSPORT WORKERS UNION OF AMERICA AFL-CIO, REALTY CORP., a Florida corporation

of the County of Dade and State of Florida, party of the second part. Vo Barnett Carrol Vice Ludl, 00, Miami Beach

WITNESSETH, That the said party of the first part, for and in consideration of the

sum of Ten Dollars and other good and valuable consideration Dollars

to them paid by the said party of the second part, the receipt whereof is hereby acknowledged,

have remised, released and quit-claimed, and by these presents do es remise, release and quit-claim

unto the said party of the second part and its heirs and assigns forever,

all the right, title, interest, claim and demand which the party of the first part has in and to

the following described lot, piece or parcel of land, situate, lying and being in the County of

Dade, State of Florida

Begin 336 ft. West and 25 ft. North of the SE corner of Tract 3 of Section 75, Township 53 South, Range 40 East of Florida Fruit Land Company's Subdivision No. 1, according to the Plat thereof recorded in Plat Book 2 at page 17 of the Public Records of Dade County, Florida; thence

WEST along a line parallel with the South line of said Tract 3 for a distance of 60 ft. to a point; thence

NORTH along a line parallel with the E. line of said Tract 3 for a distance of 150 ft. to a point; thence

EAST along a line 175 ft. North of and parallel with the S. line of said Tract 3 for a distance of 60 ft. to a point; thence

SOUTH along a line parallel with the East line of said Tract 3 for a distance of 150 ft. to the point of beginning.

SUBJECT TO: Public utility easements; instruments of record; zoning restrictions and set back ordinances.

EXHIBIT

tabbles

B

Quit Claim Deed

FROM

TO

Dated

State of Florida,
County of

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office. 04/10 AD 20 06
HARVEY RUVIN, CLERK, of Circuit and County Courts
Deputy Clerk Monique Jacques

ORDER APPROVING CHARTER

OF

TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO,
REALTY CORP.

- -

The foregoing application for charter of TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO, REALTY CORP., a corporation not for profit, properly verified, being this day produced to the undersigned, one of the Judges of the Circuit Court of the Eleventh Judicial Circuit, Dade County, Florida, and it appearing that the proposed charter is duly acknowledged by one of the ten subscribers who wish to form such corporation, and that said subscriber has made and subscribed an oath endorsed thereon that it is intended in good faith to carry out the purposes and objects set forth in the proposed charter, and that the proposed charter is in proper form and for an object authorized by Florida Statutes, Chapter 617, and that the proposed charter should be approved.

IT IS THEREUPON ORDERED that said proposed charter be and the same is hereby approved, and approval is hereby endorsed thereon, and that when said charter with all of its endorsements is recorded as required by said Statutes in the office of the Clerk of the Circuit Court for Dade County, Florida, thenceforth the subscribers and their associates and successors shall be a corporation not for profit by the name given.

DONE AND ORDERED at Miami, Florida, this 15th day of February, 1957.

Vincent C. Giblin
CIRCUIT JUDGE

EXHIBIT

C

CHARTER OF

TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO
REALTY CORP.

A NON-PROFIT CORPORATION

ARTICLE I.

The name of this corporation shall be TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO, REALTY CORP.

The place where the principal office of this corporation shall be located will be 3690 N. W. 36th Street, Miami, Florida, and such other or substitute locations, within or without the State of Florida, as the Board of Directors of the corporation may from time to time designate and establish.

ARTICLE II.

The general nature of the objects and purposes of the corporation shall be to rent, hire and/or lease any property, real, personal or mixed, as it may from time to time deem fitting and proper and shall have the power to purchase any such property as approved by the majority of the members of the corporation voting in a specially called meeting of the corporation and the Board of Directors shall have the power to rent out any portion of such property not needed for the use of the corporation.

ARTICLE III.

The qualification of members of this corporation and the manner of their admission shall be as follows:

1. All members shall be the Executive Board as duly constituted from time to time of the Transport Workers Union of America, AFL-CIO, Local 500, and such other members as may be permitted by the By-Laws of said Local or the constitution and said By-Laws of the Transport Workers of America, and the by-laws of this corporation.

ARTICLE IV.

This corporation shall have perpetual existence unless dissolved by operation of law or by action of its members.

ARTICLE V.

The names and residences of the subscribers hereto are as follows:

E. M. MITCHELL	3600 N. W. 169th Terrace, Opa Locka, Florida
CARL E. FISSER	6446 S. W. 15th Street, Miami, Florida
ROBERT V. FISHER	670 N. E. 6th Place, Hialeah, Florida
JASPER O. ANDRE	960 N. W. 35th Court, Miami, Florida
H. K. BROWN	121 West 17th Street, Hialeah, Florida
GEORGE P. STAFFORD	P. O. Box 294, Miami Springs, Florida
A. J. WALKER	1624 N. W. 29th Avenue, Miami, Florida
H. J. MUZZY	2821 N. W. 171st Terrace, Opa Locka, Florida
LOU POPPS	14700 Buchanan Street, Richmond Heights, Florida
JOE LINARES	2980 S. W. 16th Terrace, Miami, Florida

ARTICLE VI.

The directors and officers, who are to manage the affairs of the corporation and the times at which they shall be elected or appointed are as follows:

1. The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than ten (10) members. The number of members of the Board shall be fixed in the by-laws. The Board of Directors shall be elected by a majority vote of the members at any regular or special meeting of the members. The time and manner of calling and holding regular and special meetings of the members and the Board of Directors shall be fixed in the by-laws.

2. The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. One person may hold two of such offices. The

duties of such officers, the manner and time of their election, and their qualifications and tenure, shall be fixed in the by-laws.

ARTICLE VII.

The names of the directors and officers who shall manage all of the affairs of the corporation until the first election of such directors and officers shall be:

BOARD OF DIRECTORS:

E. M. MITCHELL	GEORGE P. SPAFFORD
CARL E. FISHER	A. J. WALKER
ROBERT V. FISHER	H. J. MUZZY
JASPER C. ANDRE	LOU POPPS
H. K. BROWN	JOE LINARES

OFFICERS:

E. M. MITCHELL - President
CARL E. FISHER - Vice President
ROBERT V. FISHER - Secretary
JASPER C. ANDRE - Treasurer

ARTICLE VIII.

The by-laws of the corporation shall be made, altered and rescinded by a four-fifths vote of the members at any regular or special meeting of the members. Other provisions concerning the manner of amending the by-laws may be fixed in the by-laws.

ARTICLE IX.

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be an amount not exceeding two-thirds of the value of the property of the corporation.

ARTICLE X.

The value of the real estate which the corporation may hold, subject always to the approval of the Circuit Court of Dade

County, Florida, shall be not more than Five Hundred Thousand and No/100 Dollars ($500,000.00).

IN WITNESS WHEREOF, the prospective incorporators have hereunto set their hands and seals this 14th day of February 1957.

_______________ (SEAL)
E. M. MITCHELL

_______________ (SEAL)
CARL G. FISHER

_______________ (SEAL)
ROBERT V. FISHER

_______________ (SEAL)
[illegible]

_______________ (SEAL)
[illegible]

_______________ (SEAL)
[illegible]

_______________ (SEAL)
[illegible]

_______________ (SEAL)
[illegible]

_______________ (SEAL)
L. POPPE

_______________ (SEAL)
[illegible]

MOREHEAD, FORREST, GOTTHARDT & ORR
Attorneys for Incorporators
228 N. E. Second Avenue
Miami, Florida

By _______________
OF COUNSEL

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

Personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, E. M. MITCHELL, personally known to me to be one of the subscribers to the foregoing Charter of Incorporation of TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO, REALTY CORP., who being by me first duly sworn, on oath says that the incorporators who executed said Charter intend in good faith to carry out the purposes and objects set forth therein.

E. M. Mitchell
E. M. MITCHELL

Sworn to and subscribed before me, at Miami, Florida, this 14th day of February, 1957.

Notary Public, State of Florida
At Large

My Commission Expires:

State of Florida, County of Dade.
This instrument was filed for record the 15 day of Feb. 1957 at 3:26 P.M. and duly recorded in OFFICIAL RECORDS Book 79 on Page 572. File No. 2773-0
E. B. LEATHERMAN
Clerk Circuit Court
By D. R. Mitchell D.C.

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office. April 20 AD 20 06
HARVEY RUVIN, Clerk of Circuit and County Courts
Deputy Clerk