

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



N48942

ACCOUNT NO. : 072100000032

REFERENCE : 206530 5011226

AUTHORIZATION

COST LIMIT

Patricia Poynt
\$ 87.50

ORDER DATE : December 31, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 206530-005

CUSTOMER NO: 5011226

200002042582--1

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILINGS

NAME: MEADOW WOODS EDUCATION
FOUNDATION, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
96 DEC 31 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/31
[Signature]
96 DEC 31 PM 1:17
OFFICE OF CORPORATIONS
RECEIVED

ARTICLES OF DISSOLUTION
OF
MEADOW WOODS EDUCATION FOUNDATION, INC.
A Florida Not-for-Profit Corporation

FILED
96 DEC 31 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this Corporation is MEADOW WOODS EDUCATION FOUNDATION,
INC.

ARTICLE II, DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on December 30, 1996.

ARTICLE III, MEMBER APPROVAL

Dissolution was approved by all of the Members of this Corporation and therefore the number of votes cast for approval was unanimous and thereby sufficient within the meaning of Section 617.1403(1)(b), Florida Statutes.

ARTICLE IV, JOINT WRITTEN ACTION

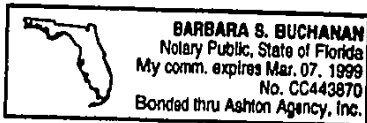
A copy of the Joint Written Consent of the Board of Directors and Members of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Directors and Members is attached hereto.

MEADOW WOODS EDUCATION
FOUNDATION, INC.

By: Ramon E. Alongo
Ramon E. Alongo
Its: President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by Ramon E. Alonso, as President of Meadow Woods Education Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation.



AFFIX NOTARY STAMP

Barbara S. Buchanan
Signature of Notary Public

BARBARA S. BUCHANAN
(Print Notary Name)

My Commission Expires: _____

Commission No.: _____

- Personally known, or
 Produced Identification
Type of Identification Produced:

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of MEADOW WOODS EDUCATION FOUNDATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the Members and the Board of Directors of the Corporation by Joint Written Consent dated the 30th day of December, 1996.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 30th day of December, 1996.

(CORPORATE SEAL)

Cynthia L Erskine
Cynthia Erskine
Secretary

**JOINT WRITTEN CONSENT
OF THE MEMBERS AND
BOARD OF DIRECTORS OF
MEADOW WOODS EDUCATION FOUNDATION, INC.**

The undersigned, being all of the Members and all of the Board of Directors of MEADOW WOODS EDUCATION FOUNDATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), hereby consent to the following actions in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 617.0712 and 617.0821, Florida Statutes:

WHEREAS, the Directors of the Corporation have recommended dissolution to the Members of the Corporation;

WHEREAS, the Members of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 617.1402 and 617.1403, Florida Statutes.

FURTHER RESOLVED, that the Directors and President of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. MEADOW WOODS EDUCATION FOUNDATION, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 617.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on December 31, 1996, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Directors and President of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The Directors and President of the Corporation are authorized to distribute all the assets of the Corporation, retaining such assets as are necessary to meet claims or liabilities of the Corporation, as follows:

- (a) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;
- (b) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return,

transfer, or conveyance by reason of the dissolution, be transferred or conveyed to the Orange County School Board, c/o Meadow Woods Elementary School, Orange County, Florida;

© Other assets, if any, be distributed in accordance with the provisions of the Articles of Incorporation or the bylaws to the extent that the Articles of Incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(d) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, accountants for the Corporation shall file Form 990 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The Directors and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The Directors and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and

Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action this 30th day of December, 1996.


J. Charles Gray
Member/Director




Richard C. Huseman
Member/Director




Linda Chapin
Member/Director




Rodolfo Stern
Member/Director



Eduardo Stern
Member/Director



Steve Graham
Member/Director



Jackie Hoskins
Member/Director