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6/11/97

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
ACCT#: 076117000420
CONTACT: Betsy Casto, Legal Assistant
PHONE: (561)650-0729 FAX #: (561)655-5677
NAME: WEST PALM BEACH TRANSPORTATION MANAGEMENT
ASSOCIATION, INC.

AUDIT NUMBER.....H97000009632

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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*This is a nonprofit
corp. which was given
a profit doc. #. I
was advised to file the
non-profit dissolution with
the corporation keeping the
profit number.
Per Bublecox/Kay
on 6-12-97*

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*Volun.
Dissolved
6-12-97
DC*

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97 JUN 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
FOR
WEST PALM BEACH TRANSPORTATION MANAGEMENT ASSOCIATION, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 617.1403, Florida Statutes, the undersigned corporation hereby submits the following for the purpose of dissolving the corporation:

ARTICLE I

The name of the corporation is West Palm Beach Transportation Management Association, Inc.

ARTICLE II

The dissolution was authorized by the Board of Directors on March 13, 1997, at which a quorum was present.

ARTICLE III

- A. The Corporation has no members or members with voting rights.
- B. The dissolution was approved by a majority of the Board of Directors of the Corporation at a meeting held on March 13, 1997.
- C. The Corporation has twelve (12) directors; seven (7) voted in favor of dissolution, none voted against dissolution.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on May 23, 1997.

WEST PALM BEACH TRANSPORTATION
MANAGEMENT ASSOCIATION, INC.

James R. Brindell, Esq.
Florida Bar No. 117680
Gunster, Yoakley, Valdes-Fauli,
& Stewart, P.A.
777 S. Flagler Dr., Suite 500-East
West Palm Beach, Florida 33401
561/655-1980

By: 
James R. Brindell, Chairman

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**CERTIFICATE OF COMPLIANCE
OF
WEST PALM BEACH TRANSPORTATION MANAGEMENT ASSOCIATION, INC.**

I, James R. Brindell, do hereby certify that I am the Chairman of WEST PALM BEACH TRANSPORTATION MANAGEMENT ASSOCIATION, INC., a Florida corporation not for profit (the "Corporation"), and do hereby further certify that:

1. Attached as Exhibit A is a true and correct copy of WEST PALM BEACH TRANSPORTATION MANAGEMENT ASSOCIATION, INC., Plan of Distribution of Assets as it pertains to the Corporation's dissolution.
2. I further certify that the Corporation complied with Section 617.1406, subsection (2), whereby the Corporation has no members and that the Board of Directors of the Corporation all consented in writing to the Plan of Distribution of Assets which is attached hereto as Exhibit A.

DATED AS OF: May 23, 1997

WEST PALM BEACH TRANSPORTATION
MANAGEMENT ASSOCIATION, INC.

By:


James R. Brindell, Chairman

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EXHIBIT A

**PLAN OF DISTRIBUTION OF ASSETS
OF
WEST PALM BEACH TRANSPORTATION MANAGEMENT ASSOCIATION, INC.**

1. The Plan of Distribution of Assets (the "Plan") is for WEST PALM BEACH TRANSPORTATION MANAGEMENT ASSOCIATION, INC., a Florida corporation not for profit (the "Corporation").
2. The Plan shall be effective upon receiving the recommendation and approval by a majority of the members of the Board of Directors as there are no members or members entitled to vote for this Corporation.
3. The Plan being carried out in compliance with Section 617.1406, subsection (2), whereby the Corporation has no members and that the Board of Directors of the Corporation shall all consented in writing to the Plan.
4. The Plan hereby provides for the obligations and assets of corporation as follows:
 - (a) Provision for Obligation. Authorize and direct its officers to pay or make provision for the payment of all obligations and liabilities of the Corporation, including local, state and federal tax liabilities. The officers shall also ascertain the extent of any contingent liabilities, if any, and where deemed necessary make provision for a reserve to ensure payment for such contingent liabilities.
 - (b) Distribution of Assets. Authorize and direct its officers to distribute all of the remaining assets, if any, and property of the Corporation, after necessary expenses thereof, be distributed to one or more organizations located in Palm Beach County, Florida, with similar purposes as the Corporation and qualified under Section 501(c)(4) of the Internal Revenue Code of 1986, (the "Code") and if there are no such organizations, the assets shall be distributed in the discretion of the Board of Directors, to one or more organizations having their principal place of operation in Palm Beach County, Florida, and qualified under Section 401(c)(4) of the Code. If, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is now located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation and which are qualified under Section 501(c)(4) of the Code. However, those assets provided or paid by the Florida Department of Transportation shall be returned to them.

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5. The directors and officers of the Corporation are further authorized and directed to adopt all resolutions, execute and file all certificates, documents, forms and papers, and to take all other actions they deem necessary or desirable for the purpose of carrying out this Plan and effecting the complete liquidation of the Corporation's assets, winding up its business and affairs and effecting its dissolution.

WEST PALM BEACH TRANSPORTATION
MANAGEMENT ASSOCIATION, INC.

By: 
James R. Brindell, Chairman

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