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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR 14 AM 9:35

FILED

*V2/dia
T. Lewis 3/20/03*

February 17, 2003

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

RE: Alliance for Better County Schools, Inc.

To Whom It May Concern:

Enclosed please find an executed Plan of Distribution of Assets of the Alliance for Better County Schools, Inc., along with a check in the amount of \$43.75 as payment for dissolution.

Please don't hesitate to contact me if you should have any further questions or need additional information.

Sincerely,



Deborah L. Leonard
Secretary-Treasurer

Enclosures

ARTICLES OF DISSOLUTION
OF
ALLIANCE FOR BETTER COUNTY SCHOOLS, INC.

Pursuant to Section 617.1403, Florida Statutes, Alliance for Better County Schools, Inc., a Florida not for profit corporation, submits the following Articles of Dissolution.

ARTICLE I

The name of the corporation is Alliance for Better County Schools, Inc.

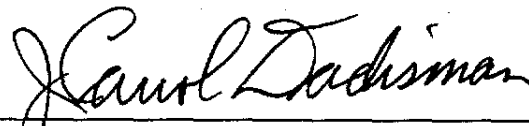
ARTICLE II

The corporation has no members.

ARTICLE III

The date of adoption of the resolution of dissolution by the board of directors was February 10th, 2003. The number of directors in office at the time of the vote was three (3), and the vote was three (3) in favor of dissolution and zero (0) against.

DATED this 10th day of February, 2003.



ALLIANCE FOR BETTER COUNTY
SCHOOLS, INC.

By: J. Carroll Dadisman

Its: President and Chairman of the Board

FILED
03 MAR 14 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CONSENT OF
BOARD OF DIRECTORS
OF
ALLIANCE FOR BETTER COUNTY SCHOOLS, INC.**

AS OF FEBRUARY 10, 2003

The undersigned, being all of the directors of Alliance for Better County Schools, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby waive all notice of the time, place, and purpose of the final meeting of the Board of Directors of the Corporation, and hereby agree and consent to the following actions taken.

1. There being no members entitled to vote on dissolution, the Board of Directors hereby resolves that the Corporation shall be dissolved in accordance with Section 617.1402, Florida Statutes.

2. The President and Secretary-Treasurer are directed and authorized to prepare, execute and file with the Department of State Articles of Dissolution memorializing the dissolution of the Corporation.

3. The President and Secretary-Treasurer are directed and authorized to distribute the assets of the Corporation in accordance with the Plan of Distribution of Assets previously adopted by the Board of Directors.

4. The President and Secretary-Treasurer are directed and authorized to file all necessary tax returns and forms with the Internal Revenue Service and to take all steps necessary and proper to accomplish the winding up and liquidation of the affairs of the Corporation.



J. Carrol Dadisman, President



Debie Leonard, Secretary/Treasurer

Board of Directors



J. Carrol Dadisman, Director



Glenda Thornton, Director



Debie Leonard, Director

PLAN OF DISTRIBUTION OF ASSETS
OF THE
ALLIANCE FOR BETTER COUNTY SCHOOLS, INC.

To: State of Florida
Secretary of State

In accordance with Section 617.1406(4), Florida Statutes, the undersigned officers of the **Alliance for Better County Schools, Inc.**, a Florida corporation not-for-profit, hereby certify that (1) the Corporation has no members entitled to vote on a plan of distribution of assets and (2) the following Plan of Distribution of Assets was adopted in accordance with Section 617.1406(2), Florida Statutes, by resolution of the Board of Directors of the Corporation, which resolution was adopted by a majority of the directors then in office.

Prior to dissolution of the Corporation, the following shall occur:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;
2. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
3. 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, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation;
4. Other assets, if any, shall 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

5. Any remaining assets shall be distributed to a domestic or foreign corporation(s), whether for profit or not-for-profit, that meet the qualifications of Section 501(c) (3) of the Internal Revenue Code.

DATED this 10th day of February, 2003.

By: Carrol Dadisman
Carrol Dadisman
Its: President

By: Deborah L. Leonard
Deborah L. Leonard
Its: Secretary-Treasurer

850-668-8100