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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Episcopal Church of The Holy Cross, Inc  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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Examiner's Initials APR

ARTICLES OF DISSOLUTION FOR  
EPISCOPAL CHURCH OF THE HOLY CROSS, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this corporation is EPISCOPAL CHURCH OF THE HOLY CROSS, INC., a Florida not-for-profit corporation.
2. The members of the corporation met at a duly noticed meeting of the corporation's membership held on September 30, 1999, at which a quorum was present and at which time a majority of the members enacted a resolution to dissolve the corporation. The number of votes cast for dissolution was sufficient for approval.

DATED this 30th day of September, 1999.

EPISCOPAL CHURCH OF THE HOLY CROSS,  
INC.

By: Michael P. Durning +  
Name MICHAEL P. DURNING  
Priest-In-Charge and, ex officio, President

CERTIFICATE

The undersigned, being the duly elected Priest-In-Charge and, ex officio, President of EPISCOPAL CHURCH OF THE HOLY CROSS, a Florida corporation not-for profit (the "Corporation"), does hereby certify as follows:

1. That the undersigned, as Priest-In-Charge and President of the Corporation, is authorized to give this Certificate which he makes based upon his personal knowledge.

2. That attached hereto as Exhibit "A" is a true and correct copy of the Plan of Distribution of Assets of the Corporation.

3. That the attach Plan of Distribution of Assets of the Corporation was adopted by the Corporation in full compliance and in accordance with the provisions of Florida Statute Section 617.1406(1)(1997).

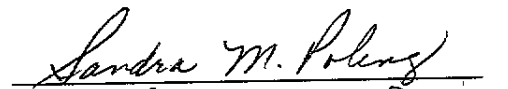
4. That this Certificate is being provided pursuant to the provisions of Florida Statute Section 617.1406(4)(1997).



Name MICHAEL P. DURNING  
Priest-In-Charge and President  
Episcopal Church of the Holy Cross,  
Inc.

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of September, 1999, by Michael Durning, as Priest-In-Charge and President of, Episcopal Church of the Holy Cross, Inc., a Florida corporation not-for-profit, on behalf of the corporation. He is personally known to me or produced \_\_\_\_\_ as identification.

  
Name SANDRA M. POLING  
NOTARY PUBLIC  
My Commission Expires:



Sandra M. Poling  
MY COMMISSION # CC507842 EXPIRES  
November 5, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT A

PLAN OF DISTRIBUTION OF ASSETS OF  
EPISCOPAL CHURCH OF THE HOLY CROSS, INC.

This Plan of Distribution of Assets made this 30<sup>th</sup> day of September, 1999, by and between the Members of EPISCOPAL CHURCH OF THE HOLY CROSS, INC., a Florida not-for-profit corporation (hereinafter called the "Corporation").

WHEREAS, the Members of the Corporation, upon recommendation of the Vestry (Board of Directors), deem it in the best interests of the Corporation to dissolve the Corporation; and

WHEREAS, the Vestry (Board of Directors) have adopted a resolution recommending that the Members adopt this Plan of Distribution of Assets and have directed its submission to a vote of the Members at a special meeting of the Members; and

WHEREAS, the Members of the Corporation are entitled to vote on a Plan of Distribution of Assets of the Corporation; and

WHEREAS, the Members have received notice of a special meeting of the Members, which notice contained a copy of this Plan of Distribution of Assets; and

WHEREAS, Article X of the Restated Articles of Incorporation for the Corporation provide for the distribution of the Corporation's assets upon dissolution.

NOW THEREFORE, the Members of the Corporation hereto hereby agree as follows:

1. The Members approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in accordance with the Plan of Distribution of Assets set forth herein.
2. The Members hereby authorize the Priest-In-Charge and, ex officio, President of the Corporation to file Articles of Dissolution with the Department of State of the State of Florida.
3. The Members hereby resolve that all liabilities and obligations of the Corporation shall be paid and discharged or adequate provisions be made therefor.

4. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred or conveyed in accordance with such requirements.
5. Any 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 The Diocese of Southwest Florida, Incorporated, a Florida not-for-profit corporation, which is a Florida corporation engaged in activities substantially similar to those of the Corporation.
6. Any and all other remaining assets of the Corporation shall be distributed in accordance with the provisions of Article X of the Articles of Incorporation of Episcopal Church of the Holy Cross, Inc., to The Diocese of Southwest Florida, Incorporated, a Florida not-for-profit corporation.

In Witness Whereof, the Members of the Corporation have caused this Plan of Distribution of Assets to be adopted at a special meeting of the Members held on September 30, 1999, which was duly noticed and at which a quorum was present, by a majority of the votes of the Members in attendance at such meeting who have authorized the Priest-In-Charge, ex officio, President of the Corporation to execute this Plan of Distribution of Assets and carry out its terms on behalf of the Members effective as of the day and year first above written.

EPISCOPAL CHURCH OF THE HOLY CROSS,  
INC.

By: Michael P. Downing  
Name MICHAEL P. DORNING  
Priest-In-Charge and, ex officio, President