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DIVISION OF CORPORATION
03 MAY 20 PM 3:15

(Requestor's Name)

Horseshoe Beach Utilities
P.O. Box 158
Horseshoe Beach, Fl. 32648

(Address)

(City/State/Zip/Phone #)

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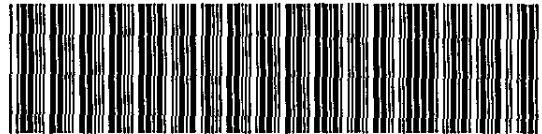
(Business Entity Name)

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HORSESHOE BEACH WATER ASSOCIATION

Post Office Box 158
Horseshoe Beach, Florida 32648

Phone: (352) 498-3552

Fax: (352) 498-2051

May 16, 2003

Department of State
Division of Corporations
409 E. Gaines Street, The Capitol
Tallahassee, FL 32399

Re: Articles of Dissolution

Dear Ms. Payne,

Enclosed is copy of the Articles of Dissolution for Horseshoe Beach Water Association, Inc. and a check for \$35.00 for the filing fees.

If you have any questions, please contact me at the above number. Our office hours are from 9am to 1pm, Monday - Friday.

Sincerely,

Haddie T. Mann

Haddie T. Mann
Office Manager

cc: Kathleen McCarthy Bishop, Esq.

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Articles of Dissolution

of

Horseshoe Beach Water Association, Inc.

Pursuant to the provisions of §617.1403 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is **HORSESHOE BEACH WATER ASSOCIATION, INC.** and the Articles of Incorporation were filed on May 21, 1964. The corporation's principal address is 5th Avenue East, Post Office Box 158, Horseshoe Beach, Florida 32648.

ARTICLE II

APPROVED BY RESOLUTION

Dissolution was authorized by resolution of the board of directors on November 2, 2001, and by a majority vote of the voting members at the Annual Meeting held on January 4, 2002. Dissolution shall be effective as of January 1, 2003.


ARTICLE III

This is a nonprofit corporation and no shares have been issued. The above Articles of Dissolution for HORSESHOE BEACH WATER ASSOCIATION, INC. were executed by the undersigned at Horseshoe Beach City Hall, Horseshoe Beach, Florida, on the 28th day of April, 2003.


DONALD H. MANN, President
2002/2003 Board of Director


GARY PATTERSON, Vice-President
2002/2003 Board of Director


JIM LIVINGSTON, Director
2002/2003 Board of Director


RENDELL OGLESBEE, Director
2002/2003 Board of Director


BOBBY MARTIN
2003 Board of Director

(Corporate Seal)