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January 28, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

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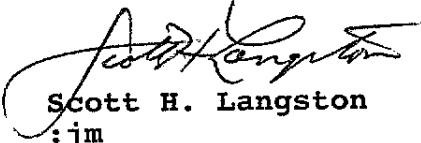
Re: AMERICAN BAPTIST SENIOR CITIZENS FOUNDATION, INC.

Dear Sirs:

Enclosed herewith please find original and one copy of the Articles of Dissolution for the above-referenced corporation. Also enclosed is our check in the sum of \$35.00, to cover the filing fee.

Should you have any questions, please feel free to contact me.

Sincerely yours,


Scott H. Langston

:jm

Enclosures

xc: Dr. Albert Garner
Joe G. Tedder

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldis

VS FEB 4 1998

ARTICLES OF DISSOLUTION

OF

AMERICAN BAPTIST SENIOR CITIZENS FOUNDATION, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1. The name of the corporation is: **AMERICAN BAPTIST SENIOR CITIZENS FOUNDATION, INC.**

2. The names and respective addresses of its officers are:

**Albert Garner, President
911 S. Florida Avenue
Lakeland, Florida 33803**

**George Garner, Vice President
911 S. Florida Avenue
Lakeland, Florida 33803**

**Hugh Harris, Secretary-Treasurer
Post Office Box 15413
Savannah, Georgia 31416**

3. The names and respective addresses of its directors are:

**Albert Garner
911 S. Florida Avenue
Lakeland, Florida 33803**

**George Garner
911 S. Florida Avenue
Lakeland, Florida 33803**

**Hugh Harris
Post Office Box 15413
Savannah, Georgia 31416**

4. The corporation has no members or its members are not entitled to vote on dissolution.

5. By vote of the Board of Directors a resolution was adopted on November 20, 1997 to dissolve the corporation. A copy of said resolution is attached hereto as Exhibit "A".

6. At the time of adopting the resolution there were three

members of the Board of Directors. All three members voted to dissolve this corporation.

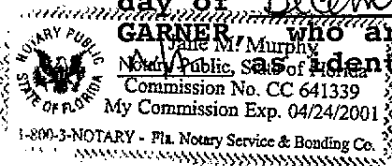
7. The effective date of these articles of dissolution is November 20, 1997.

IN WITNESS WHEREOF, We, ALBERT GARNER, GEORGE C. GARNER and HUGH HARRIS, the undersigned officers, have hereunto set our hands and seals, this 29th day of December, 1997, for the purpose of dissolving this corporation under the laws of the State of Florida, and we hereby make and file with the Department of State of the State of Florida, these Articles of Dissolution, and certify that the facts herein stated are true.

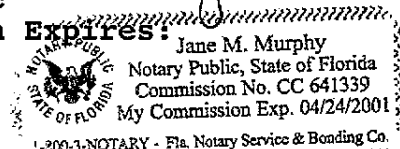
Albert Garner, Pres.
ALBERT GARNER, President
George Garner, Vice Pres.
GEORGE GARNER, Vice President
Hugh Harris, Secretary
HUGH HARRIS, Secretary-Treasurer

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24th day of December, 1997, by ALBERT GARNER, and GEORGE GARNER, who are personally known to me or who have produced _____ as identification.



Jane M. Murphy
Notary Public
My Commission Expires:



STATE OF GEORGIA
COUNTY OF Chatham

The foregoing instrument was acknowledged before me this 29 day of December, 1997, by HUGH HARRIS, who is personally known to me or who has produced Signature Card as identification.

Amanda L. Greathouse
Notary Public
My Commission Expires:

AMANDA L. GREATHOUSE
Notary Public, Chatham County, Ga.
My Commission Expires Jan. 29, 2001

**RESOLUTION FOR DISSOLUTION
of the
AMERICAN BAPTIST SENIOR CITIZEN FOUNDATION, INC.**

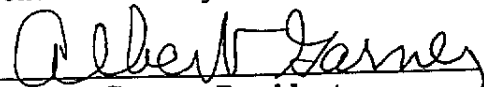
WHEREAS THE FOUNDERS (Trustees) of the American Baptist Senior Citizen Foundation, Inc. pledged and agreed to one another upon the organization of the Foundation that should it ever be dissolved, it was their desire, intent, and purpose that after all debts and dissolution expenses were paid, the remaining assets would be given to Christian Education and Mission causes of Charitable nature within the Florida State Association of Missionary Baptist Churches and other similar Charitable, Mission, and Christian Education Causes of the American Baptist Association.

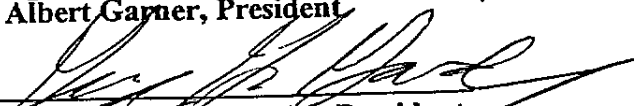
BE IT THEREFORE RESOLVED that the Trustees of the American Baptist Senior Citizen Foundation, Inc., in Annual session this 20th day of November, 1997 hereby do vote and agree that the Foundation be dissolved, and that such be done with the legal counsel and guidance of Attorney Scott Langston of Lakeland, Florida in consultation with the CPA Firm of Joe Tedder and Grimsley of Lakeland, Florida, as follows:


1. That \$150,000.00 be given to Florida Baptist Schools of Brandon, Florida for the Garner-Harris-Newman Endowment.
2. That \$50,000.00 be given to Florida Baptist Schools of Brandon, Florida for a new library or at the discretion of their Board of Trustees.
3. That \$40,000.00 be given to Macedonian Missionary Service of Lakeland, Florida to use \$15,000.00 for their mortgage payoff and \$25,000.00 at their discretion.
4. That \$20,000.00 be given to Florida Baptist Encampment of Groveland, Florida.
5. That \$50,000.00 be distributed to qualified organizations of the American Baptist Association.
6. That Title to the 1992 Lincoln Continental, Six (6) Mortgage Notes and Agreements for Deed, and remainder of cash be given to the Blessed Hope Foundation of Lakeland, Florida.
7. That the President of the Foundation be given discretionary authority to work with the above mentioned Legal and CPA Counsel to effect the dissolution of this Foundation within the framework of this Trustee Authorized direction.

Done this 20th day of November, 1997.

Signed:


Albert Garner, President


George G. Garner, Vice President


Hugh Harris, Secretary-Treasurer