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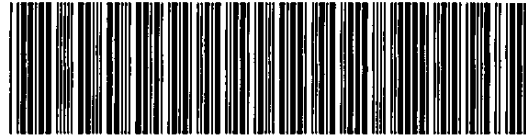
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BY DIS

ROSSWAY MOORE & TAYLOR

ATTORNEYS AND COUNSELORS AT LAW

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JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
HELEN E. SCOTT
J. ATWOOD TAYLOR, III*
THOMAS W. TIERNEY**

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TIFFANY S. GRIFFETH
KELLI M. SALO
MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN CALIFORNIA

November 1, 2006

Via Overnight Courier

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

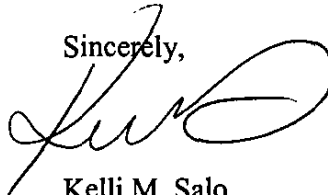
Re: Dissolution of Vero Beach Mutual Concert Association

Gentlemen/Ladies:

In regard to the above, enclosed herein please find the original the Articles of Dissolution for Vero Beach Mutual Concert Association, Inc., a Florida non-profit corporation, which includes an original Certificate of Secretary certifying the Plan of Distribution of Assets, for filing. We have enclosed our firm's trust account check in the amount of \$44.75 representing the \$35.00 fee necessary for the filing as well as \$9.75 to obtain a certified copy of same.

Thank you very much for your assistance in this matter.

Sincerely,



Kelli M. Salo

KMS/cma
Enclosure

F:\Salo\Colleen\Kelli Salo\Clients\VB Concert Association\Corporate filing.doc

**ARTICLES OF DISSOLUTION OF
VERO BEACH MUTUAL CONCERT ASSOCIATION, INC.**

Pursuant to Section 617.1401, Florida Statutes, Vero Beach Mutual Concert Association, Inc. (the "**Corporation**") submits the following Articles of Dissolution:

First: The name of the Corporation as currently filed with the Florida Department of State is "Vero Beach Mutual Concert Association, Inc."

Second: The document number of the Corporation is 712804.

Third: The file date of the Articles of Incorporation is May 24, 1967.

Fourth: The date the Members adopted the resolution to dissolve the Corporation was Sept. 26, 2006 and such resolution was adopted by written consent and executed in accordance with Section 617.0701, Florida Statutes.

Fifth: The date the Members and the Board of Directors adopted the attached Plan of Distribution of Assets was October 26, 2006 and such Plan was adopted by written consent and executed in accordance with Section 617.0701, Florida Statutes.

Brenda Allen
Brenda Allen, Director
Date: October 26, 2006

Elizabeth Jacobsen, Director
Date: _____, 2006

Suzanne Burroughs, Director
Date: _____, 2006

Chad Morrison, Director
Date: _____, 2006

Marcia Straube, Director
Date: _____, 2006

Lee Wiedersum, Director
Date: _____, 2006

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TALLAHASSEE, FLORIDA

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Brenda Allen, Director

Date: _____, 2006

Elizabeth Jacobsen

Elizabeth Jacobsen, Director

Date: Sept. 30, 2006

Suzanne Burroughs, Director

Date: _____, 2006

Chad Morrison, Director

Date: _____, 2006

Marcia Straube, Director

Date: _____, 2006

Lee Wiedersum, Director

Date: _____, 2006

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TALLAHASSEE, FLORIDA

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Brenda Allen, Director
Date: _____, 2006

Elizabeth Jacobsen, Director
Date: _____, 2006

Suzanne Burroughs
Suzanne Burroughs, Director
Date: 10/26/, 2006

Chad Morrison, Director
Date: 10/26/06, 2006

Marcia Straube, Director
Date: _____, 2006

Lee Wiedersum, Director
Date: _____, 2006

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TALLAHASSEE, FLORIDA

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Brenda Allen, Director
Date: _____, 2006

Elizabeth Jacobsen, Director
Date: _____, 2006

Suzanne Burroughs, Director
Date: _____, 2006



Chad Morrison, Director
Date: 10/25, 2006

Marcia Straube, Director
Date: _____, 2006

Lee Wiedersum, Director
Date: _____, 2006

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TALLAHASSEE, FLORIDA

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Date: _____, 2006

Elizabeth Jacobsen, Director
Date: _____, 2006

Suzanne Burroughs, Director
Date: _____, 2006

Chad Morrison, Director
Date: _____, 2006

Marcia Straube

Marcia Straube, Director
Date: Oct 6, 2006

Lee Wiedersum, Director
Date: _____, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Date: _____, 2006

Elizabeth Jacobsen, Director
Date: _____, 2006

Suzanne Burroughs, Director
Date: _____, 2006

Chad Morrison, Director
Date: _____, 2006

Marcia Straube, Director
Date: _____, 2006

Lee Wiedersum, Director
Lee Wiedersum, Director
Date: Sept. 25, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS OF
VERO BEACH MUTUAL CONCERT ASSOCIATION, INC.**

Pursuant to Section 617.1406, Florida Statutes, Vero Beach Mutual Concert Association, Inc. (the "**Corporation**") submits the following Plan in connection with the Corporation's dissolution:

First: The name of the Corporation as currently filed with the Florida Department of State is "Vero Beach Mutual Concert Association, Inc."

Second: The document number of the Corporation is 712804.

Third: The file date of the Articles of Incorporation is May 24, 1967.

Fourth: All liabilities and obligations of the Corporation are paid and discharged, or adequate provisions have been made therefor.

Fifth: The Corporation has no assets which are held by the Corporation upon condition, which upon dissolution of the Corporation would require a return, transfer or conveyance.

Sixth: The following sole asset of the Corporation was received and held subject to limitations permitting its use only to provide a facility for the expression of a broader community culture, particularly but not limited to, the presentation of concerts to the general public; and to promote such other and further related cultural activities, projects and interests for the advancement of these purposes in any field whether religious, musical, benevolent, educational or any combination of these or similar purposes.

A. H&R Block investment account in the approximate amount of \$115,772.44.

Seventh: The Corporation shall transfer all of its funds, except as otherwise set forth herein, to the Atlantic Classical Orchestra upon certain terms and conditions, which shall require the Orchestra to provide a soloist and/or chamber musicians at one (1) concert annually in the Orchestra's series located in Vero Beach, Florida. In the event the same soloist is, and/or chamber musicians are, to perform at a similar concert in Stuart, Florida or elsewhere, any additional expense related to such similar concert shall be the sole responsibility of the Orchestra. Furthermore, any cost and expense over the maximum annual amount, which are necessary to engage such a soloist and/or chamber musician shall be the sole responsibility of the Orchestra. Any soloist or chamber musician shall be of superior quality, in the sole and absolute discretion of the Musical Director and/or conductor of the Orchestra. The Orchestra shall have access to \$10,000 of the funds for the first year and such amount each subsequent year, with a 5% increase over the prior year's amount.

Eighth: The designated representative(s) of the Corporation charged with the duty of winding up the affairs of the Corporation shall continue to hold the sum of \$5,000 to pay for the legal expenses and other administrative costs of the Corporation for a period of six (6) months after the date of dissolution. Upon the expiration of such 6-month period, the representative(s) shall transfer the remaining withheld funds, if any, to the Orchestra for use in accordance with the Seventh paragraph herein.

Ninth: The date the Members adopted the resolution to dissolve the Corporation was September 26, 2006 and such resolution was adopted by written consent and executed in accordance with Section 617.0701, Florida Statutes.

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JANET ALLEN
TALLAHASSEE, FLORIDA

**CERTIFICATE OF SECRETARY OF
VERO BEACH MUTUAL CONCERT ASSOCIATION, INC.**

I, the undersigned, Brenda Allen, do hereby certify that I am Secretary of Vero Beach Mutual Concert Association, Inc., a Florida non-profit corporation (the "Corporation").

I further certify as follows:

Attached hereto as **Exhibit "A"** is a true and complete copy of the Corporation's Plan of Distribution of Assets duly suggested the Corporation's Board of Directors and subsequently adopted by the Members of the Corporation on September 26, 2006, in accordance with Section 617.1406(1), Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation this 30 day of October 2006.

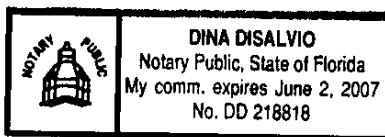
Brenda Allen
Brenda Allen

**STATE OF FLORIDA
COUNTY OF INDIAN RIVER**

This instrument was acknowledged before me this 30 day of October 2006 by **Brenda Allen**, as Secretary of Vero Beach Mutual Concert Association, Inc., a Florida non-profit corporation, on behalf of said corporation.

Dina Disalvio
Notary Public, State of Florida
(Print, Type or Stamp Commissioned Name)

☒ Personally Known OR ☐ Produced Identification
Type of Identification Produced _____



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EXHIBIT "A"

**PLAN OF DISTRIBUTION OF ASSETS OF
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Ninth: The date the Members adopted the resolution to dissolve the Corporation was September 26, 2006 and such resolution was adopted by written consent and executed in accordance with Section 617.0701, Florida Statutes.

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JANUARY 1, 2007