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12-27-02 10:09A P.01

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EFFECTIVE DATE

12-31-02

DISSOLUTION

TAMPA BAY CENTER MERCHANTS ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
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Volum. Diss.

12/27/02 12/27/2002

FROM: CARLTONFIELDS 5FL

FAX NO.: 8132294268

12-27-02 10:09A P.02

AUDIT NO. H02000241423 1

**ARTICLES OF DISSOLUTION  
OF  
TAMPA BAY CENTER MERCHANTS ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 DEC 27 PM 2:43

Pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act (the "Act"), Tampa Bay Center Merchants Association, Inc., a Florida not for profit corporation (the "Corporation"), hereby adopts the following Articles of Dissolution:

**ARTICLE I**

**Name**

The name of the Corporation is Tampa Bay Center Merchants Association, Inc.

**ARTICLE II**

**Dissolution Authorized**

**EFFECTIVE DATE**

12-31-02

The Corporation's sole member is not entitled to vote on a dissolution of the Corporation. The board of directors of the Corporation duly approved and adopted the Articles of Dissolution on December 26, 2002, by unanimous written consent of the nine (9) directors then in office, in accordance with Section 617.0821 of the Act. Accordingly, the Articles of Dissolution have been authorized by all appropriate action under the Act.

**ARTICLE III**

**Effective Date**

These Articles of Dissolution shall be effective on December 31, 2002.

IN WITNESS WHEREOF, the undersigned Corporation through its President has executed these Articles of Dissolution this 26<sup>th</sup> day of December, 2002.

**TAMPA BAY CENTER  
MERCHANTS ASSOCIATION, INC.**

By:   
Paul C. Fickinger, President

Prepared by: Cristin A. Conley, Esq., Carlton Fields, P.A., P.O.Box 3239,  
Tampa, FL 33601-3239 (813) 223-7000 Fla. Bar No. 123153

AUDIT NO. H02000241423 1

AUDIT NO. H02000241423 1

**PLAN OF DISTRIBUTION OF ASSETS OF  
TAMPA BAY CENTER MERCHANTS ASSOCIATION, INC.**

**WHEREAS**, it is deemed advisable and in the best interests of Tampa Bay Center Merchants Association, Inc., a Florida not for profit corporation (the "Corporation"), to wind up the affairs of the Corporation and to completely dissolve the Corporation in accordance with Section 617.1402 of the Florida Not For Profit Corporation Act (the "Act");

**NOW, THEREFORE**, the Corporation adopts the following plan of distribution of assets (the "Plan"):

1. The board of directors of the Corporation (the "Board of Directors") shall pay or make provision for the payment of all the lawful debts and liabilities of the Corporation.
2. The Board of Directors shall effect the return, transfer, or conveyance of any assets held by the Corporation on condition that requires the return, transfer, or conveyance, upon the dissolution of the Corporation.
3. The Board of Directors shall transfer or convey 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 condition requiring their return, transfer, or conveyance by reason of the dissolution, to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in charitable, religious, eleemosynary, benevolent, educational, or similar activities.
4. The Board of Directors shall distribute all of the remaining assets of the Corporation to Jesuit High School of Tampa, Inc., a Florida not for profit corporation, which is an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended.
5. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including, without limitation, the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate this Plan.
6. Upon distribution of all of the assets of the Corporation in complete dissolution, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.

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HOUSE COMPANY

FROM: CARLTONFIELDS SFL

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AUDIT NO. H02000241423 1

**CERTIFICATE OF SECRETARY OF  
TAMPA BAY CENTER MERCHANTS ASSOCIATION, INC.**

On this 26<sup>TH</sup> day of December, 2002, the undersigned, as Secretary of Tampa Bay Center Merchants Association, Inc., a Florida not for profit corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Liquidation of Tampa Bay Center Merchants Association, Inc., that was adopted by its directors as of December 26, 2002.



Susan E. Houck, Secretary