

768367

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ATTORNEYS AT LAW

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May 1, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

RE: *Polk School Based Administrators Association, Inc.*
Charter No. 768367

Dear Sir:

Pursuant to the above-referenced corporation, enclosed please find the original and one copy of the Articles of Dissolution and Plan of Distribution, together with our check in the amount of \$87.50. Please file the Articles of Dissolution, and return to my office a certified copy of same.

Thank you for assisting us in this matter. Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Victor J. Troiano

VJT/dmn
Enclosures

V8 MAY 14 1997

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FILED
97 MAY -5 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
AND PLAN OF DISTRIBUTION
OF

POLK SCHOOL BASED ADMINISTRATORS ASSOCIATION, INC.

FILED
97 MAY -5 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is POLK SCHOOL BASED ADMINISTRATORS ASSOCIATION, INC. (hereinafter referred to as the "Corporation" or "PSBAA").

ARTICLE II - RESOLUTION

- A. The date of the meeting of members at which the resolution to dissolve this corporation was adopted was March 5, 1997.
- B. The number of votes cast for dissolution was sufficient for approval.

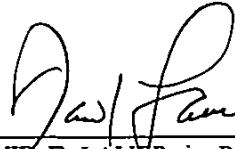
ARTICLE III - PLAN OF DISTRIBUTION

The following plan of distribution of corporate assets was approved by a majority vote of the members present, in person or by proxy, at a properly called and noticed meeting at which a quorum was present:

- A. All liabilities of the Corporation shall be immediately paid in full.
- B. There are no assets that are held under contractual or other conditions for return to other individuals or organizations.
- C. All assets of the Corporation shall be transferred to a newly formed Florida not-for-profit corporation, known as ASSOCIATION OF SCHOOL-BASED ADMINISTRATORS, INC., formed by all of the current members of the Corporation, said new corporation to be engaged activities identical to those of the Corporation.
- D. There are no assets to be distributed in accordance with the Articles or By-Laws.
- E. There are no other assets to be distributed to any other person or persons.

Signed this 5 day of MARCH, 1997.

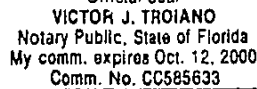
POLK SCHOOL BASED ADMINISTRATORS
ASSOCIATION, INC.



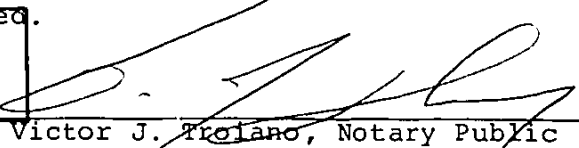
DAVID F. LAUER, its President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5th day of March, 1997, by DAVID F. LAUER, as President, on behalf of POLK SCHOOL BASED ADMINISTRATORS ASSOCIATION, INC., a Florida corporation, who executed this instrument for the purposes therein expressed.

Official Seal
VICTOR J. TROIANO
Notary Public, State of Florida
My comm. expires Oct. 12, 2000
Comm. No. CC585633

(Seal or stamp)


Victor J. Troiano, Notary Public
Commission No. CC585633
Commission Expires: Oct. 12, 2000