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Division of Corporations

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N00094

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**DISSOLUTION OR WITHDRAWAL
BERNARD AND ALEXANDRIA SCHONINGER
FOUNDATION, INC.**

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ARTICLES OF DISSOLUTION
OF

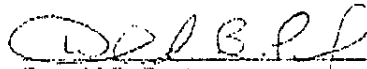
BERNARD AND ALEXANDRIA SCHONINGER FOUNDATION, INC.

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Pursuant to Florida Statutes §§ 617.1402 and 617.1403, this corporation submits the following articles of dissolution:

- FIRST:** The name of the corporation is BERNARD AND ALEXANDRIA SCHONINGER FOUNDATION, INC., a Florida not-for-profit corporation (Document No. N00094) (the "Corporation").
- SECOND:** The Articles of Incorporation of the Corporation were filed on November 30, 1983. Articles of Amendment to said Articles of Incorporation were filed on June 8, 1999 and February 8, 2007. Articles of Restatement of said Articles of Incorporation were filed on January 7, 2009. Further Articles of Amendment to the restated Articles of Incorporation were filed on June 5, 2012.
- THIRD:** Dissolution of the Corporation was authorized by unanimous written consent of the sole Member and three (3) Directors of the Corporation dated as of December 18, 2013 and executed in accordance with Florida Statutes § 617.0701 and § 617.0821.

Signed this 18th day of December, 2013.

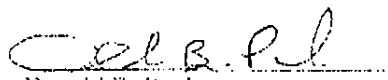

Donald B. Paul
President

**PLAN OF DISTRIBUTION
OF
BERNARD AND ALEXANDRIA SCHONINGER FOUNDATION, INC.**

This Plan of Distribution is for the purpose of effecting the complete dissolution of Bernard and Alexandria Schoninger Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), in accordance with Section 507(b)(1)(A) of the Internal Revenue Code of 1986, as amended from time to time and as interpreted by Treasury Department regulations and rulings and Federal court decisions (the "Code"), pursuant to the following steps:

1. The Corporation shall satisfy in full, or make adequate provision for, all of its liabilities and obligations.
2. After discharge of, or provision for, all of the liabilities and obligations of the Corporation, the Corporation shall transfer in cash and assign all of its residual assets to the Leonard M. Miller School of Medicine at the University of Miami, an organization described in Sections 170(b)(1)(A)(ii) and 509(a)(1) of the Code and which has been in existence and so described continuously since at least 1943, in order to effect a dissolution of the Corporation pursuant to Section 507(b)(1)(A) of the Code and Article V of its Articles of Incorporation. These assets shall be used to (i) supplement the funding of either or both of the existing Alexandria and Bernard Schoninger Professorship in Neurology and the Alexandria and Bernard Schoninger Neuropsychology Clinic at the University of Miami Leonard M. Miller School of Medicine, or (ii) supplement the funding of a new professorship at the University of Miami Leonard M. Miller School of Medicine named for Alexandria and Bernard Schoninger in a field connected to the study of age-related memory loss; or (iii) some combination of the above, as determined by the University of Miami Leonard M. Miller School of Medicine.
3. From and after December 18, 2013, the Corporation shall not engage in any activities except those appropriate to wind up its affairs. The Board of Directors and the officers then in office shall continue in office solely for the purpose of winding up the affairs of the Corporation, and after such date shall take no action whatsoever which is, or can be construed to be, inconsistent with the status of dissolution, and such status shall be continued until the date of dissolution of the Corporation.

The undersigned, President of the Corporation, certifies that the foregoing is the Plan of Distribution of the Corporation unanimously adopted by the Board of Directors in accordance with the provisions of Florida Statutes § 617.1406(2).


Donald B. Paul
President