

OCT. 2, 2002 7:54PM

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FROM HOLLAND & KNIGHT AMPL

NOV 02 11:58 AM ST 11:57/10.426/06840 P 1

Florida Department of State
Division of Corporations
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DISSOLUTION

TECHVILLAGE TAMPA BAY, INC.

Certificate of Status	0
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FROM HOLLAND & KNIGHT TAMPA

(WED) 10. 2' 02 11:58/ST. 11:57/NO. 4261068440 P 2

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**ARTICLES OF DISSOLUTION FOR
TECHVILLAGE TAMPA BAY, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

1. The name of this corporation is TECHVILLAGE TAMPA BAY, INC., a Florida corporation not-for-profit.
2. The Charter number of this corporation on file with the Secretary of State, State of Florida, is N01000004061.
3. Pursuant to Article IV of this corporation's Articles of Incorporation, this corporation does not have members.
4. The directors of this corporation adopted the resolution to dissolve the corporation (the "Resolution") by unanimous vote at a properly noticed meeting on 9/25 2002.
5. At the time of the adoption of the Resolution, there were 19 directors in office and 19 directors voted to approve the Resolution.
6. The dissolution of this corporation shall be effective upon the filing of these Articles with the Secretary of State, State of Florida.
7. A copy of the plan of distribution of assets of the corporation duly authenticated and certified by an officer of the corporation is attached to these Articles.

Dated this 25 day of Sept, 2002.

TPA1 #1237685 v1

David G. P.
David G. P. Co-Chairperson

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NO.167 P.3/4

FROM HOLLAND & KNIGHT TAMPA
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(WED)10. 2' 02 11:58/ST, 11:57/NO. 4261068440 P 3

OFFICER'S CERTIFICATE

I, the undersigned, Martin Donohy, as the Chairman of TECHVILLAGE TAMPA BAY, INC. (the "Corporation"), a not-for-profit corporation organized and existing under the laws of the State of Florida, do hereby certify that the attached plan of distribution of the Corporation was approved by resolution adopted by the unanimous vote at a properly noticed meeting of the directors on Sept 2, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this Sept 2 day of Sept, 2002.

By: [Signature]
Printed Name: Martin Donohy

TPA1#1227681 v1

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FROM HOLLAND & KNIGHT TAMPA

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PLAN OF DISTRIBUTION

1. As soon as practicable, the Corporation, by its duly authorized officers and directors, shall to the extent of available assets of the Corporation first pay any expenses of the dissolution of the Corporation and next pay any remaining liabilities of the Corporation to third parties and in connection with such payments obtain full discharge of such expenses and liabilities;
2. No assets of the Corporation are held upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution;
3. With the exception of the Corporation's Articles and Bylaws and the Internal Revenue Code of 1986, as amended, no assets received and held by the Corporation are subject to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes;
4. All assets remaining after the payments in paragraph 1 above (if any), shall be distributed to Corporations that meet the requirements of Article IX of the Corporation's Articles of Incorporation;
5. The officers of the Corporation shall, in their sole discretion, determine which Corporations shall receive the distributions (and the amount of such distributions to each of such Corporations) discussed in paragraph 5 above;
6. The proper officers of the Corporation shall take such action as in their discretion they consider necessary, appropriate or convenient to cause the dissolution of the Corporation;
7. The proper officers of the Corporation shall cause to be filed Articles of Dissolution with the Florida Secretary of State and all other forms and documents required by governmental authorities, including tax returns, as soon as possible after dissolution of the Corporation; and
8. The officers and directors of the Corporation shall be empowered, authorized and directed to take all action and execute all instruments as they may consider necessary, appropriate or convenient to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary or desirable in furtherance of the dissolution of the Corporation in accordance with this resolution.

TPA1 #1227632 v1

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