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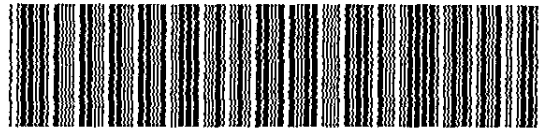
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Buchanan Ingersoll
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September 16, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Franciscan Sisters of Allegany Residence of West Palm Beach, Inc. Articles
of Dissolution

Dear Sir or Madam:

We have enclosed Articles of Dissolution for Franciscan Sisters of Allegany Residence of West Palm Beach, Inc. In addition, we have enclosed a check from this law firm in the amount of \$43.75, representing the filing fee of \$35.00 and \$8.75 for a certified copy of the Articles of Dissolution.

If you have any questions or would like to discuss this matter further, please contact me at this address or call me at (813) 222-8187. Thank you for your assistance.

Sincerely,



Dale S. Webber

Enclosures

**ARTICLES OF DISSOLUTION
OF
FRANCISCAN SISTERS OF ALLEGANY RESIDENCE
OF WEST PALM BEACH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Section 617.1403, the undersigned corporation adopts the following Articles of Dissolution:

1. The name of the corporation is Franciscan Sisters of Allegany Residence of West Palm Beach, Inc. (the "Corporation").

2. The Corporation has no Members.

3. The Board of Directors of the Corporation adopted Resolutions on September 2, 2003, by unanimous written consent authorizing the dissolution of this corporation and authorizing the filing of these Articles of Dissolution. The Corporation has five (5) Directors currently in office.

4. The Board of Directors of the Corporation has adopted a Plan of Distribution, a copy of which is attached as Appendix "A", in accordance with the Corporation's Articles of Incorporation and Florida Statutes, Section 617.1406.

Franciscan Sisters of Allegany
Residence of West Palm Beach, Inc.

Date: September 2, 2003

By:

Margaret Mary Kimmins, OSF
Margaret Mary Kimmins, OSF, President

APPENDIX A

**PLAN OF DISTRIBUTION
OF ASSETS
OF
FRANCISCAN SISTERS OF ALLEGANY RESIDENCE
OF WEST PALM BEACH, INC.**

This Plan of Distribution of the assets of Franciscan Sisters of Allegany Residence of West Palm Beach, Inc. (the "Corporation") has been prepared and approved in accordance with Florida Statutes, §617.1406(2), consistent with the Corporation's Articles of Incorporation, as amended:

1. The Corporation has no liabilities or obligations.
2. The Corporation holds no assets upon condition requiring return, transfer or conveyance in the event of dissolution.
3. All other assets received and held by the Corporation shall be distributed in accordance with Florida Statutes §617.1406(3)(c)-(d) and the Articles of Incorporation of the Corporation to Franciscan Sisters of Allegany, New York, Inc., or its successors, so long as such distributee is an organization exempt from federal income tax by virtue of being an organization described in Section 501(c)(3) of the Code. Any such assets not disposed of in accordance with the foregoing shall be distributed to one or more corporations, trusts, funds, or organizations which at the time appear in the Official Catholic Directory published annually by P. J. Kenedy & Sons or any successor publication, or are controlled by any such corporation, trust, fund, or organization that so appears, and are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as in the sole judgment of the Franciscan Sisters of Allegany, New York, Inc., subject to any approvals described in the Corporation's Articles of Incorporation or Bylaws. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds, or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.
4. The officers of the Corporation shall file Articles of Dissolution with the Florida Secretary of State pursuant to Florida Statutes, §617.1403 as directed by the Board of Directors of the Corporation.
5. The officers of the Corporation shall cause all fees to be paid and to do or cause to be done such other acts as they may deem to be necessary to proper top carry out the dissolution of the Corporation.

IN WITNESS WHEREOF, this Plan of Distribution is executed pursuant to the authorization of the Corporation's Board of Directors.

FRANCISCAN SISTERS OF ALLEGANY
RESIDENCE OF WEST PALM BEACH,
INC., a Florida not for profit corporation

Date: September 2, 2003

By: Margaret Mary Kimmins, OSF
Margaret Mary Kimmins, OSF,
President

Officer's Certificate of Compliance

I, Margaret Mary Kimmins, OSF, as President of Franciscan Sisters of Allegany Residence of West Palm Beach, Inc., do hereby certify that the foregoing Plan of Distribution was adopted by the Board of Directors of the Corporation in accordance with the requirements of Florida Statutes, §617.1406(2).

Margaret Mary Kimmins, OSF
Margaret Mary Kimmins, OSF