

Division of Corporations

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NO1000005098

Florida Department of State
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DISSOLUTION OR WITHDRAWAL

FARR FAMILY FOUNDATION, INC.

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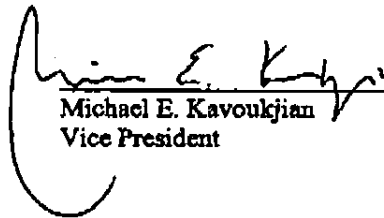
**ARTICLES OF DISSOLUTION
OF**

FARR FAMILY FOUNDATION, INC.

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

- FIRST:** The name of the corporation is FARR FAMILY FOUNDATION, INC., a Florida not-for-profit corporation (Document No. N0100005098) (the "Corporation").
- SECOND:** The Articles of Incorporation of the Corporation were filed on July 19, 2001.
- THIRD:** Dissolution of the Corporation was authorized by unanimous written consent of the sole Member and Directors of the Corporation dated as of October 23, 2007 and executed in accordance with Florida Statutes § 617.0701.

Signed this 31st day of OCTOBER, 2007.



Michael E. Kavoukjian
Vice President

PLAN OF DISTRIBUTION
OF
FARR FAMILY FOUNDATION, INC.

This Plan of Distribution is for the purpose of effecting the complete dissolution of Farr Family 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 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 St. Bartholomew, 109 East 50th Street, New York, New York 10022, an organization described in Sections 170(b)(1)(A)(i) and 501(c)(3) of the Code and which has been in existence and so described continuously since at least 1972, 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.
3. From and after October 15, 2007, 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, Vice President of the Corporation, certifies that the foregoing is the Plan of Distribution of the Corporation recommended by the Board of Directors for adoption by the sole Member of the Corporation and actually adopted by said Member in accordance with the provisions of Florida Statutes § 617.1406(1).


Michael E. Kavoukjian
Vice President