

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

From:

Account Name : NASH MOULE & KROMASH LLP
Account Number : I20050000042
Phone : (321) 984-2440
Fax Number : (321) 984-1040

**DISSOLUTION OR WITHDRAWAL
THE PRENDERGAST FAMILY FOUNDATION, INC.**

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**ARTICLES OF DISSOLUTION
OF
THE PRENDERGAST FAMILY FOUNDATION, INC.**

Pursuant to Section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

First: The name of the corporation as currently filed with the Florida Department of State is The Prendergast Family Foundation, Inc.

Second: The document number of the corporation is N02000004251.

Third: Adoption of Dissolution:

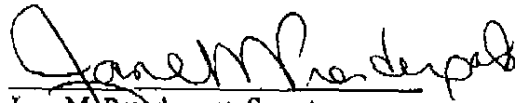
The resolution was adopted by written consent of all of the Members and by the Board of Directors of the Corporation and executed in accordance with Section 617.0701, Florida Statutes.

Fourth: The effective date of dissolution shall be June 1, 2010.

THE PRENDERGAST FAMILY
FOUNDATION, INC.

By: 
G. Joseph Prendergast, III, President

Attest:


Jane M. Prendergast, Secretary

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**ACTION PURSUANT TO WRITTEN CONSENT IN LIEU OF
MEETING OF THE MEMBERS AND DIRECTORS
OF
THE PRENDERGAST FAMILY FOUNDATION, INC.**

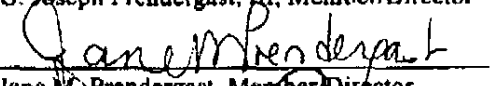
The undersigned, constituting all of the Members and all of the Members of the Board of Directors of The Prendergast Family Foundation, Inc., a not for profit corporation organized and existing under the laws of the State of Florida ("the Corporation"), hereby consent in writing to the adoption of the following joint resolutions by the Members and the Board of Directors of the Corporation in lieu of a meeting of the Members and the Board of Directors of the Corporation, as allowed pursuant to the laws of the State of Florida, and in accordance with the Articles of Incorporation and the By-Laws of the Corporation, effective June 1, 2010:


"RESOLVED, that the Board of Directors is authorized to adopt a resolution dissolving this Corporation, and that the Members of this Corporation hereby agree that it is being dissolved for the benefit of the Corporation, that the Corporation should be dissolved, whereby all of the remaining assets of the Corporation, other than those funds needed to pay remaining expenses and debts, shall be distributed to the Communities of Coastal Georgia Foundation, Inc. (federal taxpayer identification number 20-2454729) to be added to a donor advised fund established with that organization, and the Members hereby specifically authorize the Board of Directors of the Corporation and the Officers of the Corporation to take necessary action to effectuate the dissolution of the Corporation, including adopting such resolutions as appropriate and filing such documents in the office of the Secretary of State of the State of Florida, and to do any and all other things necessary or desirable to effectuate the dissolution of the Corporation, and it be further

RESOLVED, that it is deemed desirable, in the judgment of this Board of Directors, and for the benefit of the Corporation, that the Corporation should be dissolved, and this action pursuant to written consent in lieu of joint meeting of the Members and the Board of Directors is signed effective June 1, 2010, authorizing the Board of Directors to adopt a resolution dissolving this Corporation, such resolution having been adopted in accordance with the laws of the State of Florida and in accordance with the Articles of Incorporation and By-Laws of this Corporation; and it be further

RESOLVED, that this Board of Directors, acting through the President or Vice President, and the Secretary and the Treasurer, shall make, execute and file in the office of the Secretary of the State of Florida, the certificate required by law to be filed therein, and to do any and all things necessary or desirable to effectuate a dissolution of this Corporation."


G. Joseph Prendergast, III, Member/Director


Jane M. Prendergast, Member/Director



Cynthia A. Prendergast, Director

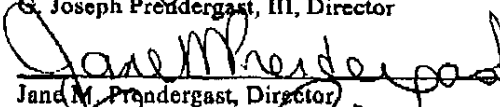
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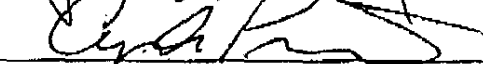
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**PLAN OF DISSOLUTION
OF
THE PRENDERGAST FAMILY FOUNDATION, INC.**

The Board of Directors of The Prendergast Family Foundation, Inc. (the "Foundation") have determined that it is simply not economical to continue operating the Foundation as a separate legal entity. Therefore, the Board of Directors of the Foundation are going to recommend to the Members of the Foundation that the Foundation be dissolved and, after paying all remaining debts and expenses, the remaining assets of the Foundation shall be distributed to the Communities of Coastal Georgia Foundation, Inc. to be held in a donor advised fund maintained by the Communities of Coastal Georgia Foundation, Inc.


G. Joseph Prendergast, III, Director


Jane M. Prendergast, Director


Cynthia A. Prendergast, Director

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