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**RESOLUTION
OF
BOARD OF DIRECTORS
OF
GEM ESTATES MOBILE HOME VILLAGE ASSOCIATION, INC.
FOR A PLAN OF DISTRIBUTION**

WHEREAS, Gem Estates Mobile Home Village Association, Inc., was duly incorporated in the State of Florida on April 10, 1984, as a not-for-profit corporation for the benefit of the residents of Gem Estates Mobile Home Village located in Zephyrhills, Florida, and

WHEREAS, Gem Estates Mobile Home Village Association, Inc., became the owner of the certain real property in said mobile home village, consisting of five (5) separate parcels which are described on Exhibits "A" through "E", attached hereto and made a part hereof, and on which are located the clubhouse, water plant, shuffleboard, parking, and other facilities commonly used by the residents of the mobile home village; and

WHEREAS, Gem Estates Mobile Home Village Association, Inc. was voluntarily dissolved on April 28, 2003, while still owning the five (5) parcels of real property; and

WHEREAS, a successor corporation, Gem Estates MHV Assoc., Inc. was duly incorporated in the State of Florida on April 6, 2001, as a not-for-profit corporation for the benefit of the residents of Gem Estates Mobile Home Village; and

WHEREAS, Gem Estates MHV Assoc., Inc. is in good standing, and operates as the de facto owner of the common real property in the village; and

WHEREAS, the Board of Directors of the dissolved corporation Gem Estates Mobile Home Village Association, Inc. wishes to provide for a plan of distribution of the real property to the successor corporation Gem Estates MHV Assoc., Inc.; and

WHEREAS, all other liabilities and obligations of Gem Estates Mobile Home Village Association, Inc. have been paid or discharged; and

WHEREAS, there are no assets held by Gem Estates Mobile Home Village Association, Inc., upon condition requiring their return, transfer or conveyance other than the five (5) parcels of real property constituting the common property referred to herein; and

WHEREAS, there are no assets received and held by Gem Estates Mobile Home Village Association, Inc. subject to limitations permitting their use only for charitable religious, eleemosynary, benevolent, educational or similar purposes, other than the five (5) parcels of real property constituting the common property referred to herein; and

WHEREAS, there are no assets of Gem Estates Mobile Home Village Association, Inc., other than the five (5) parcels of common real property which are to be transferred to Gem Estates MHV Assoc. Inc. and

WHEREAS, Gem Estates Mobile Home Village Association, Inc. has no members entitled to vote on a plan of distribution of assets, nor are there any members, or any class of members entitled to any distributive rights;


NOW THEREFORE, be it resolved by the Board of Directors of Gem Estates Mobile Home Village Association, Inc.:

1. The real property described in Exhibits "A" through "E", attached hereto and made a part hereof, which constitutes the common property of the Gem Estates Mobile Home Village, is no longer needed as an asset of Gem Estates Mobile Home Village Association, Inc., and should be distributed to the successor corporation, Gem Estates MHV Assoc., Inc., for the benefit of the residents and lot owners in Gem Estates Mobile Home Village.

2. The appropriate officers are hereby authorized to execute whatever documents of conveyance are necessary to effectuate this plan of distribution.

THIS RESOLUTION was adopted at a meeting of the Board of Directors of Gem Estates Mobile Home Village Association, Inc., held on December 13, 2007, by a vote of 10 to 0, which constitutes a majority vote of the directors then in office.

ATTEST:


Secretary, Pro Tem