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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Reply To:
Fort Myers

March 4, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-03/10/97--01083--002
*****35.00 *****35.00

Re: Vanderbilt Wastewater Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Dissolution for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

I have also enclosed an additional copy of the Articles of Dissolution for you to stamp with the appropriate filing data. Please return this copy in the envelope provided herein for your convenience.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/cdz

Enclosures (as stated)

VS MAR 13 1997

Voldis

ARTICLES OF DISSOLUTION
OF
VANDERBILT WASTEWATER ASSOCIATION, INC.

A Nonprofit Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida Statute §617.1403 (1995), the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving:

ARTICLE I.

The name of the corporation (hereinafter called the Association) is VANDERBILT WASTEWATER ASSOCIATION, INC.

ARTICLE II.

Dissolution was authorized by the Board of Directors on April 12, 1996, and by vote of the members in conformance with Section 617.0701, Florida Statutes (1995).

ARTICLE III.

~~None~~ The majority of the members voted to approve dissolution of the Association. The foregoing voting is sufficient for approval of dissolution.

ARTICLE IV.

The Plan for Distribution of Assets, approved by the Association members, is attached hereto.

Dated this 30 day of JANUARY, 1997.

WITNESSES:

Richard M. Esinger, Secretary
Printed Name: Richard M. Esinger

VANDERBILT WASTEWATER
ASSOCIATION, INC.

Doris A. Presley-Kearney
Printed Name: Doris A. Presley-Kearney

BY: Leo A. Zini
Leo A. Zini, President

(SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF LEE)

BEFORE ME, personally appeared Leo A. Zini who is President of the VANDERBILT WASTEWATER ASSOCIATION, INC., a not-for-profit corporation, and executed the foregoing document for the purposes stated therein, and who is personally known to me or has produced FL Drivers Lic #2500-5252 as identification.

WITNESS my hand and official seal this 30th day of January, 1997.

NOTARY PUBLIC, STATE OF FLORIDA

By: Diana L. Hogue

Printed Name: Diana L. Hogue

My Commission Expires:



DIANA L. HOGUE
My Commission CC401136
Expires Sep. 08, 1998
Bonded by HAI
800-422-1555

**PLAN OF DISTRIBUTION OF ASSETS
VANDERBILT WASTEWATER ASSOCIATION, INC.**

WHEREAS, the Board of Directors has adopted a resolution to dissolve Vanderbilt Wastewater Association, Inc., a not-for-profit corporation (hereinafter referred to as "Association"); and

WHEREAS, the members of the Association have approved dissolution of the Association and distribution of its assets,

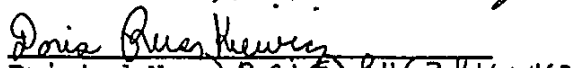
RESOLVED, that the Board does hereby adopt this Plan of Distribution of Assets (hereinafter "Plan") to effectuate such resolution:

**PLAN FOR DISTRIBUTION OF ASSETS
UPON DISSOLUTION OF CORPORATION**

1. The Association hereunder will thereupon do no further business unless it is necessary to wind up the affairs of the Association. The Association shall sell or distribute its assets and pay or provide for its debts and liabilities.
2. The Directors shall transfer such assets held by the Association and such assets that emanate from the sale of corporate assets to the Vanderbilt Community Services Association, Inc., the not-for-profit corporation organized to administer the real property subject to the Declaration of Covenants, Conditions and Restrictions of Vanderbilt Lakes, recorded in the Public Records, Book 797 Page 0725 et seq., which assets shall be maintained separately by such entity and used for the purposes of maintenance, repair, improvements, modifications and/or service of the surface water management system that serves Vanderbilt I and Vanderbilt II.
3. The Officers of the Association, so authorized by the Board of Directors and by applicable Florida Statutes, shall perform such acts that are necessary to carry out the details of the Plan, shall execute, acknowledge and deliver all deeds, bills of sale, and any other documentation necessary to transfer the Association's assets and to carry out the plan as hereinbefore set forth.

WITNESSES:


Printed Name: Richard M. Estinger


Printed Name: Doris Ruskiewicz

VANDERBILT WASTEWATER
ASSOCIATION, INC.

BY: 
Leo A. Zini, President

Date: 1/30/97

APPROVED by the Board of Directors on 1/29/97, 1997.

STATE OF FLORIDA)
) ss
COUNTY OF LEE)

BEFORE ME, personally appeared Leo A. Zini, who is President of the VANDERBILT WASTEWATER ASSOCIATION, INC., a not-for-profit corporation, and executed the foregoing document for the purposes stated therein, and who is personally known to me or has produced FL Drivers Lic. as identification.

WITNESS my hand and official seal this 30th day of January, 1997.

NOTARY PUBLIC, STATE OF FLORIDA

By: Diana L. Hogue

Printed Name: Diana L. Hogue

My Commission Expires:



DIANA L. HOGUE
My Commission CC401136
Expires Sep. 08, 1998
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