

N28317

Florida Department of State
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From:

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DISSOLUTION OR WITHDRAWAL

THE MICHAEL D. AND MARILYN T. WINER FOUNDATION, INC.

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**ARTICLES OF DISSOLUTION
OF
THE MICHAEL D. AND MARILYN T. WINER FOUNDATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

Pursuant to Section 617.1403, Florida Statutes, the undersigned, President of THE MICHAEL D. AND MARILYN T. WINER FOUNDATION, INC., a not-for-profit corporation, organized and existing under the laws of the State of Florida, hereby submits the following Articles of Dissolution on behalf of the aforementioned corporation:

**ARTICLE I
Name of Corporation**

The name of this Corporation as currently filed with the Florida Department of State is THE MICHAEL D. AND MARILYN T. WINER FOUNDATION, INC. (the "Corporation").

**ARTICLE II
Document Number**

The Document Number of the Corporation is N28317.

**ARTICLE III
Adoption of Dissolution**

The Corporation has no members entitled to vote on the dissolution. The resolution to dissolve the Corporation was adopted by the Trustees ("Board of Directors") of the Corporation in lieu of holding a special meeting regarding same, pursuant to Section 617.0821, Florida Statutes, on October 6, 2008. The number of Trustees in office was seven (7) and the vote for the resolution to dissolve the Corporation was seven (7) for and zero (0) against.

IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Dissolution, this 4th day of November, 2008.

**THE MICHAEL D. AND MARILYN T.
WINER FOUNDATION, INC.**

By: _____

MICHAEL D. WINER

Its: President

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IN WITNESS WHEREOF, the President of the Corporation has executed this Plan of Distribution, this 4th day of November, 2008.

THE MICHAEL D. AND MARILYN T.
WINER FOUNDATION, INC.

By: [Signature]
MICHAEL D. WINER
Its: President

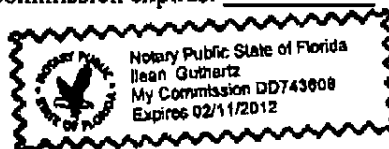
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4 day of NOVEMBER 2008 by MICHAEL D. WINER, as President of The Michael D. and Marilyn T. Winer Foundation, Inc., on behalf of the corporation, [who is personally known to me or] who provided a _____ as identification.

[NOTARY SEAL]

[Signature]
Notary Public
State of Florida
My commission expires: _____
ILEAN GUTHARTZ



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**PLAN OF DISTRIBUTION OF ASSETS
OF
THE MICHAEL D. AND MARILYN T. WINER FOUNDATION, INC.**

Pursuant to 617.1406, Florida Statutes, the undersigned, as President of THE MICHAEL D. AND MARILYN T. WINER FOUNDATION, INC., a not-for-profit corporation, organized and existing under the laws of the State of Florida, hereby submits the following Plan of Distribution of Assets on behalf of the aforementioned corporation:

1. The name of this corporation as currently filed with the Florida Department of State is THE MICHAEL D. AND MARILYN T. WINER FOUNDATION, INC. (the "Corporation").

2. The Document Number of the Corporation is N28317.

3. The Corporation has no members entitled to vote on this Plan of Distribution of Assets.

4. The resolution to adopt the Plan of Distribution of Assets of the Corporation was adopted by the Trustees ("Board of Directors") of the Corporation on October 6, 2008, in lieu of holding a special meeting regarding same, pursuant to Section 617.0821, Florida Statutes.

5. The number of votes cast for this Plan of Distribution was sufficient for approval.

6. All liabilities and obligations of the Corporation will be paid and discharged immediately.

7. Any assets remaining after the payment of liabilities and obligations of the Corporation shall be distributed to the following 501(c)(3) charitable organization: FIDELITY INVESTMENT CHARITABLE GIFT FUND (donor advised fund account number 1021445).