

N30263

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EFFECTIVE DATE

12/31/05

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11/30

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ROBERT AND MARY CADE FOUNDATION, INC.

DOCUMENT NUMBER: N30263

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah M. Beers, Esq.

(Name of Contact Person)

Buchanan Ingersoll, PC

(Firm/Company)

1776 K Street, NW, Suite 800

(Address)

Washington, DC 20006

(City/State and Zip Code)

For further information concerning this matter, please call:

Deborah M. Beers

(Name of Contact Person)

at (202) 452-7919

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee,
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enclosed) |
|--|--|---|--|

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Note: A copy of the Plan of Distribution also is enclosed.

ARTICLES OF DISSOLUTION

Of

ROBERT AND MARY CADE FOUNDATION, INC.

FILED
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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: **Robert and Mary Cade Foundation, Inc.**

EFFECTIVE DATE
12/31/05

SECOND: The document number of the corporation: **N30263**

THIRD: Adoption of Dissolution
(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted :

by the unanimous consent of members and directors, effective as of 10/25

The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II (N/A)

~~If the corporation has no members or members entitled to vote on the dissolution.~~

~~The corporation has no members or members entitled to vote on the dissolution.~~

~~The date of adoption of the resolution by the board of directors was .~~

~~The number of directors in office was and the vote for resolution was for and against. (must be a majority vote).~~

FOURTH: Effective date of dissolution: **December 31, 2005**

Signature

J. Robert Cade, M.D.
J. ROBERT CADE, M.D.
President


PLAN OF DISTRIBUTION
Of
ROBERT AND MARY CADE FOUNDATION

The following Plan of Distribution was adopted unanimously by the Members and the Board of Directors of the Robert and Mary Cade Foundation, Inc. (the "Corporation"), effective as of October 25, 2005:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision made therefore, on or before December 31, 2005;
2. Assets, if any, held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements on or before December 31, 2005; and
3. All remaining assets of the Corporation shall be distributed on or before December 31, 2005, to one or more nonprofit funds, foundations, trusts or corporations that (i) are organized and operated exclusively for charitable, educational and/or scientific purposes, and (ii) have established tax exempt status under §501(c)(3) of the Code, as the President of the Corporation shall determine.

I hereby certify that the foregoing Plan of Distribution was adopted by the Members and the Board of Directors of the Corporation by unanimous consent effective as of October 25, 2005.

ROBERT AND MARY CADE FOUNDATION, INC.



J. ROBERT CADE, M.D.
President

[SEAL]