

J. DANIEL BREDE

Professional Association

Attorney at Law

Suite 201, East Building
1900 Corporate Blvd., N.W.
Boca Raton, FL 33431

N38558

(561) 241-8996

FAX (561) 241-7859

July 13, 1999

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

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-07/15/99-01012--002
*****35.00 *****35.00

Re: THE HANS AND MARY STRATMANN FOUNDATION, INC.

Dear Sir/Madam:

Enclosed are the Articles of Dissolution for the captioned corporation. Also enclosed is a check in the amount of \$35.00 to cover the fee.

Please direct any questions to the undersigned at the above address.

Sincerely yours,

JDBrede
J. DANIEL BREDE

JDB/kjg
Enclosures

FILED
99 JUL 15 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldis
T. LEWIS JUL 20 1999

ARTICLES OF DISSOLUTION

THE HANS AND MARY STRATMANN FOUNDATION, INC.


FILED
99 JUL 15 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

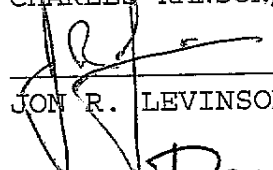
Pursuant to Florida Statutes, Sections 617.1402 and 617.1403, these Articles of Dissolution are hereby subscribed and filed by THE HANS AND MARY STRATMANN FOUNDATION, INC. a Florida Not for Profit corporation, being Florida document number N38558.

1. The name of the Corporation is The Hans and Mary Stratmann Foundation, Inc.
2. The date of the special meeting of members at which the resolutions to dissolve were adopted was June 21, 1999.
3. The number of votes cast by the members in favor of dissolution at such special meeting was sufficient for approval of such resolution (unanimous).
4. The effective date of dissolution shall be August 1, 1999.
5. A copy of the Plan of Distribution, as certified by J. Daniel Brede, is attached hereto as an exhibit.

Dated: June 21, 1999

MEMBERS:


CHARLES RANSON/CHAIRMAN


JON R. LEVINSON/SECRETARY


J. DANIEL BREDE

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me
this 17th day of June, 1999, by CHARLES RANSON,
who is personally known to me or who has produced _____
as identification and who did take an oath.

WITNESS my hand and official seal the date first above
written.



Mamie Harper
MAMIE HARPER
(print)
Notary Public
My Commission Expires:

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me
this 21st day of June, 1999, by JON R. LEVINSON,
who is personally known to me or who has produced _____
as identification and who did take an oath.

WITNESS my hand and official seal the date first above
written.



KELLY J. GUTTVEG
My Commission CC565904
Expires Sep. 06, 2000

Kelly J. Guttveg
Kelly J. Guttveg
(print)
Notary Public
My Commission Expires:

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me
this 21st day of June, 1999, by J. DANIEL BREDE,
who is personally known to me or who has produced _____
as identification and who did take an oath.

WITNESS my hand and official seal the date first above
written.



KELLY J GUTTVEG
My Commission CC565604
Expires Sep. 06, 2000




(print)
Notary Public
My Commission Expires:

PLAN OF DISTRIBUTION OF ASSETS
OF
THE HANS AND MARY STRATMANN FOUNDATION, INC.

The following Plan of Distribution will apply to the assets of The Hans and Mary Stratmann Foundation, Inc. and will be implemented upon approval of the members of such Corporation:

1. All liabilities and obligations of The Hans and Mary Stratmann Foundation, Inc. shall be paid and discharged, or adequate provision made therefor.
2. There are no assets currently held by The Hans and Mary Stratmann Foundation, Inc. upon any condition requiring return, transfer or conveyance upon dissolution of the Corporation, so no special provision need be made in this plan for any such conditions. All assets of The Hans and Mary Stratmann Foundation, Inc. shall be transferred and conveyed to the Community Foundation for Palm Beach and Martin Counties, located in West Palm Beach, Florida, which organization the Board of Directors and members of The Hans and Mary Stratmann Foundation, Inc. has determined has purposes and goals substantially similar to those of The Hans and Mary Stratmann Foundation, Inc.
3. There are no special provisions in the Articles of Incorporation or the By-laws of The Hans and Mary Stratmann Foundation, Inc. governing the distributive rights of members, therefore no special provisions with respect thereto will be made.

I, J. DANIEL BREDE, a Member, Director and President of The Hans and Mary Stratmann Foundation, Inc. hereby certify that the above PLAN OF DISTRIBUTION OF ASSETS is a true and correct recital of the Plan as recommended by the Board of Directors and adopted by the Members of the Corporation and further certify that The Hans and Mary Stratmann Foundation, Inc. has complied in all respects with the provisions of Florida Statute 617.1406 (1) regarding adoption of the Plan by the Board of Directors, proper submission of such plan to the Members and adoption of the Plan by unanimous vote of the Members.


J. DANIEL BREDE

THE HANS AND MARY STRATMANN FOUNDATION, INC.

CONSENT RESOLUTION

The undersigned, being all of the Directors of THE HANS AND MARY STRATMANN FOUNDATION, INC. (the "Corporation"), acting pursuant to the procedures established in accordance with the provisions of Florida Statute 617.0821, the Articles of Incorporation, and the Bylaws of the Corporation, hereby adopt the following resolutions with the same effect as if they had been duly adopted at a duly held meeting of the Directors of the Corporation and hereby consent to the taking of the actions referred to in these resolutions:

WHEREAS, the Board of Directors determined in June, 1998, that the Hans and Mary Stratmann Foundation, Inc. terminate its separate existence and make periodic liquidating distributions to the Community Foundation for Palm Beach and Martin Counties, located in West Palm Beach Florida; and

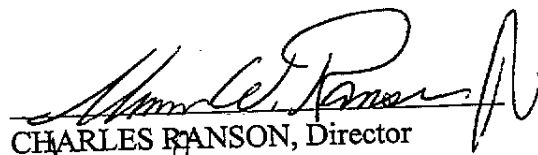
WHEREAS, THE HANS AND MARY STRATMANN FOUNDATION, INC. has now received its final distribution from the Estate and Trust of Hans Stratmann and is therefore in a position to make a final liquidating distribution to the Community Foundation for Palm Beach and Martin Counties;


NOW, THEREFORE, it is resolved as follows:

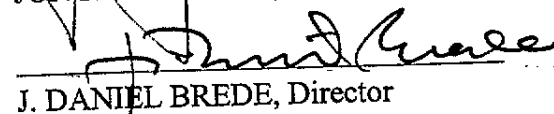
RESOLVED, that the Board of Directors recommends that THE HANS AND MARY STRATMANN FOUNDATION, INC. be dissolved pursuant to the provisions of its Articles of Incorporation, By-laws and the requirements of the Florida Statutes; and

FURTHER RESOLVED, that the issue of such dissolution shall be submitted to a vote at a special meeting of members called for that purpose; and

FURTHER RESOLVED, that the Board of Directors recommends to the members the Plan of Distribution attached hereto as Exhibit A and directs that such Plan be submitted to a vote of the members at a special meeting thereof.


CHARLES RANSON, Director


JON R. LEVINSON, Director


J. DANIEL BREDE, Director

DATED: 6/21, 1999

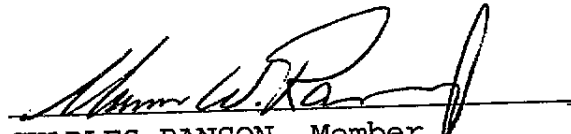
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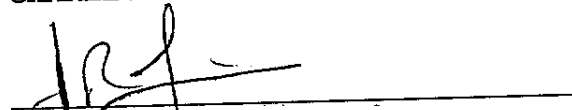
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3. There are no special provisions in the Articles of Incorporation or the By-laws of The Hans and Mary Stratmann Foundation, Inc. governing the distributive rights of members, therefore no special provisions with respect thereto will be made.

WAIVER OF NOTICE OF A SPECIAL MEETING
OF THE MEMBERS OF
THE HANS AND MARY STRATMANN FOUNDATION, INC.

We, the undersigned, being all of the Members of THE HANS AND MARY STRATMANN FOUNDATION, INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, do hereby consent and agree that the advisability of dissolving the Corporation and adopting the Plan of Distribution attached to the Consent Resolution of the Board of Directors, a copy of which is also attached to this Notice, will be considered at the special meeting held at the office of said corporation, on the 21st day of June, 1999, and do hereby waive formal notice of the time, place and purpose thereof.


CHARLES RANSON, Member


JON R. LEVINSON, Member


J. DANIEL BREDE, Member

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MINUTES OF A SPECIAL MEETING OF
THE MEMBERS OF
THE HANS AND MARY STRATMANN FOUNDATION, INC.

A Special Meeting of the Members of The Hans and Mary Stratmann Foundation, Inc., a Florida Not for Profit Corporation, was held at 1900 N.W. Corporate Blvd., Suite 201E, Boca Raton, Florida, on the 21st day of June, 1999, at 9:00 o'clock A.M. as the time.

Present were: CHARLES RANSON, MEMBER
JON R. LEVINSON, MEMBER
J. DANIEL BREDE, MEMBER

With the consent of all present, CHARLES RANSON presided as Chairman of the meeting, while JON R. LEVINSON acted as Secretary of the meeting. The Chairman then called the meeting to order.

Upon motion, duly made, seconded and unanimously carried, it was:

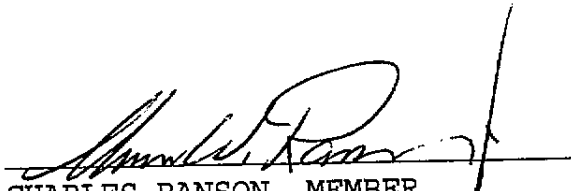
RESOLVED, that The Hans and Mary Stratmann Foundation, Inc. be dissolved in accordance with the Articles of Incorporation and By-Laws for such corporation and in accordance with the provisions of the Florida Statutes.

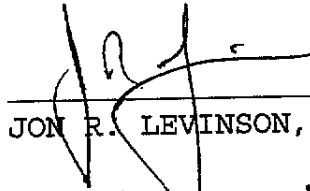
RESOLVED, that the Plan of Distribution of assets of the corporation, a copy of which is attached hereto as an exhibit, is hereby approved in its entirety.

FURTHER RESOLVED, that the assets of the corporation be distributed to The Community Foundation for Palm Beach and Martin Counties, located in West Palm Beach, Florida.

FURTHER RESOLVED, that the officers and directors of the corporation, or any one or more of them acting alone or in concert, are hereby authorized and directed to take such actions as may be deemed necessary, in his or their discretion, to carry out the purposes of the above resolutions and to facilitate the dissolution of the corporation.

There being no further business before the meeting, upon motion, duly made, seconded and carried, the meeting was thereupon adjourned.



CHARLES RANSON, MEMBER

JON R. LEVINSON, MEMBER

J. DANIEL BREDE, MEMBER

DATED: June 21, 1999.