

N41454

THOMPSON & FOOTE, P.A.

FIRST NATIONAL BANK BUILDING

1150 CLEVELAND STREET - SUITE 301

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Board Certified in Real Estate
DENNIS P. THOMPSON

TELEPHONE (727) 449-1212
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December 31, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: **FAITH MISSION, INC.,**
Ref. No. N41454

FILED
02 JAN -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

I am enclosing for filing a certificate of compliance relating to the Articles of Dissolution of **FAITH MISSION, INC.**, which were previously forwarded. Our check for \$35.00 for the filing fee is enclosed.

Please call me if you have any questions. Thank you for your cooperation.

Very truly yours,

D. P. Thompson
Dennis P. Thompson

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-01/02/02--01021--007
*****35.00 *****35.00

Dis of Assets
1-11-02
DPT

DPT/cg
Enclosure

FAITH MISSION, INC.

CERTIFICATE OF COMPLIANCE

The undersigned attaches a copy of the Resolution and the plan of distribution as Exhibit A hereto, and certifies to compliance with Section 617.1406(1), Florida Statutes, that all liabilities of the Corporation have been paid and discharged and the remaining assets transferred as required by the plan of dissolution.

DATED this 27 day of DECEMBER, 2001.

E.L. Markert

E.L. Markert, President

FILED
02 JAN -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAITH MISSION, INC.

RESOLUTIONS

The following resolutions were moved, seconded and adopted by the required vote at the Meeting of the Board of Directors of the Corporation held September 3, 2001:

**Resolutions
Adopting a Plan of Dissolution**

RESOLVED, that in the judgment of the directors (there being no members or members entitled to vote) of the Corporation, inasmuch as most of the Corporation's property has been sold or otherwise disposed of pursuant to previous approval of the directors and members, it is deemed advisable and for the benefit of the Corporation that it should be dissolved; and, it is

RESOLVED, that a plan of dissolution in accordance with the following resolutions be adopted; and, it is

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all any remaining tangible assets of the Corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation and dissolution of the Corporation; and, it is

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the President of the Corporation with the Secretary of State of the State of Florida; and, it is

RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including all cash and securities, be distributed to AMSOUTH BANK, as Trustee f/b/o PINELLAS COUNTY COMMUNITY FOUNDATION, on the same terms and conditions as prior distributions to that organization which is qualified under Section 501(c)(3) of the Internal Revenue Code; and, it is

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all its assets be completed as soon as practicable; and, it is

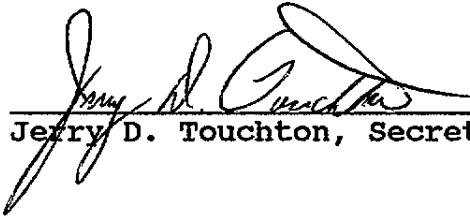
RESOLUTIONS
PAGE TWO

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions, including filing a certificate of compliance with the Department of State as set forth in Section 617.1406(4) of the Florida Statutes.

DATED this 3rd day of September, 2001.



E.L. Markert, President



Jerry D. Touchton, Secretary