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SECRETARY OF STATE  
TALLAHASSEE FL 32309

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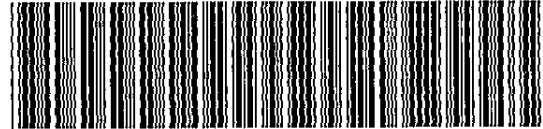
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RECEIVED  
04 DEC 14 AM 8:02  
DIVISION OF CORPORATION

EFFECTIVE DATE  
12-31-04

G. Goulette DEC 14 2004

## ARTICLES OF DISSOLUTION

*Pursuant to Section 617.1403, Florida Statutes, this Florida not-for-profit corporation submits the following Articles of Incorporation:*

### Article I

The name of the corporation is Florida Council for Vision Awareness, Inc.

### Article II

The corporation has members entitled to vote on the resolution to dissolve. The date of the meeting of members at which the resolution to dissolve was submitted to a vote of the members was July 16, 2004. The number of votes cast for dissolution was sufficient for approval.

### Article III

Pursuant to Section 617.1406, Florida Statutes, the resolution of the corporation's Board of Directors recommending a plan of distribution of assets was submitted to a vote of the members on July 16, 2004. The number of votes cast for the plan of distribution of assets was sufficient for approval.

### Article IV

A copy of the plan of distribution of assets in compliance with Section 617.1406, Florida Statutes, approved by a vote of the members on July 16, 2004 is affixed to these articles as Attachment A.

### Article V

Pursuant to Section 617.0123, Florida Statutes, the effective date of the dissolution of the corporation shall be midnight December 31, 2004.

FILED  
04 DEC 14 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
12-31-04

Executed this 8<sup>th</sup> day of December, 2004.

By: Mary Anne Pearl  
Mary Anne Pearl  
President  
Florida Council for Vision Awareness, Inc.

ATTACHMENT A

PLAN OF DISTRIBUTION OF ASSETS  
OF  
FLORIDA COUNCIL FOR VISION AWARENESS, INC.

The following plan of distribution of assets was recommended by a resolution of the Board of Directors, and approved by the membership, of the Florida Council for Vision Awareness, Inc.:

1. All liabilities and obligations of the corporation shall be paid and discharged prior to the effective date of the corporation's dissolution.
2. Any assets held by the corporation upon condition requiring return, transfer, or conveyance by reason of the corporation's dissolution, shall be returned, transferred, or conveyed in accordance with such requirements prior to the effective date of the corporation's dissolution.
3. Those assets held by the corporation in the form of certificates of deposit shall be distributed to the Florida Optometric Association, Inc., a Florida registered not for profit corporation, for the purpose of funding educational programs offered, or sponsored, by the Florida Optometric Association, Inc. Any membership dues received by the corporation after the effective date of the corporation's dissolution shall be transferred to the Florida Optometric Association, Inc., for the specific purpose of funding the continued administration of the *Scholarship Fund* previously established by the corporation.
4. Consistent with the corporation's by-laws, all other remaining assets, if any, shall be distributed to the Florida Optometric Association Charities, Inc., a Florida registered not for profit corporation, holding a federal income tax exemption under Section 501 (c)(3) of the Internal Revenue Code.
5. Consistent with the corporation's by-laws, no part of the corporation's assets shall be distributed to members of the corporation.

I hereby certify on this 8<sup>th</sup> day of December, 200 4, that the foregoing Plan of Distribution of Assets of Florida Council for Vision Awareness, Inc., is true and authentic, and was adopted in compliance with the requirements of subsection (1) of 617.1406, Florida Statutes.

By: Mary Anne Pearl  
Mary Anne Pearl  
President  
Florida Council for Vision Awareness, Inc.