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DISSOLUTION

HILLSBOROUGH RIVER GREENWAYS TASK FORCE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

VOIDS
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ARTICLES OF DISSOLUTION

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 is Hillsborough River Greenways Task Force, Inc.

SECOND: 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

October 5, 2001.

(CHECK ONE)

- The number of votes cast for dissolution was sufficient for approval.
- The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

- The corporation has no members or members with voting rights.
- The date of adoption of the resolution by the board of directors was _____

The number of directors in office was 11 and the vote for the resolution was 11 for and 0 against.

Signed this 5th day of October, 2001.

Signature Linda Andrews
(By the Chairman or Vice Chairman of the Board, President or other officer)

Linda Andrews
(Typed or printed name)

Facilitator
(Title)

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PLAN OF DISTRIBUTION OF ASSETS

This Plan of Distribution of Assets is made and entered into by Hillsborough River Greenways Task Force, Inc., a Florida not for profit corporation ("Dissolving Corporation"), to be effective as of October 5, 2001.

WHEREAS, the Dissolving Corporation entered into that certain Memorandum of Understanding, dated September 30, 1996, as amended, whereby Dissolving Corporation agreed to be legally bound to Audubon of Florida, a joint venture of the National Audubon Society, a New York not for profit corporation and tax exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Florida Audubon Society, a Florida not for profit Corporation;

WHEREAS, it was determined by the Board of Directors and Participants of Dissolving Corporation that a merger of the Dissolving Corporation with and into the National Audubon Society (the "Acquiring Corporation") is best effectuated through the dissolution of the Dissolving Corporation and the distribution of Dissolving Corporation's assets and liabilities to Acquiring Corporation;

WHEREAS, in connection with such dissolution of Dissolving Corporation and in accordance with the requirements of section 617.1406 of the Florida Not For Profit Corporation Act, Dissolving Corporation desires to enter into this Plan of Distribution of Assets;

NOW, THEREFORE, in consideration of the premises above and intending to be legally bound hereby, the following is adopted as a Plan of Distribution of Assets for the purpose of properly distributing all assets, liabilities and obligations of Dissolving Corporation.

1. All assets of Dissolving Corporation shall, upon dissolution, be assigned to Acquiring Corporation.
2. All liabilities and obligations of Dissolving Corporation shall, upon dissolution, be either paid, discharged or assigned to Acquiring Corporation.
3. The officer signing below hereby certifies the Dissolving Corporation's compliance with section 617.1406(1) of the Florida Not For Profit Corporation Act.

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By signing below, such officer of the Dissolving Corporation hereby authenticates this Plan of Distribution of Assets.

Dissolving Corporation

Linda Andrews

By:

Its: *Vice President*

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