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DISSOLUTION

THE CIVIL WAR SOLDIERS MUSEUM FOUNDATION, INC.

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with plan of distribution of assets

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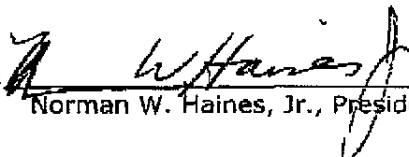
**ARTICLES OF DISSOLUTION
OF
THE CIVIL WAR SOLDIERS MUSEUM FOUNDATION, INC.**

The Civil War Soldiers Museum Foundation, Inc., a Florida corporation not for profit under the provisions of Chapter 617, *Florida Statutes* (hereinafter "the corporation"), hereby files these Articles of Dissolution evidencing the corporation's dissolution and discontinuation of business, and sets forth the following pursuant to the provisions of Section 607.1403, *Florida Statutes*:

1. The name of the corporation is THE CIVIL WAR SOLDIERS MUSEUM FOUNDATION, INC.
2. The corporation has no members or members with voting rights.
3. The Board of Directors and Trustees of the corporation adopted, by unanimous vote of all three of the corporation's Directors and Trustees, a resolution to dissolve the corporation.
4. The resolution described in Paragraph #3 of these Articles of Dissolution was adopted at a special meeting of the directors held the 1st day of December, 2004.
5. The Dissolution of the corporation is effective upon filing of these Articles of Dissolution with the Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Dissolution on December 15, 2004.

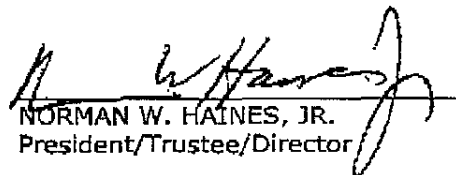
THE CIVIL WAR SOLDIERS MUSEUM
FOUNDATION, INC.

By: 
Norman W. Haines, Jr., President

AUTHENTICATION AND CERTIFICATION

The undersigned President/Trustee/Director of The Civil War Soldiers Museum Foundation, Inc., hereby certifies under penalties of perjury that the Plan of Distribution of Assets of Corporation Not For Profit (Plan of Distribution) attached hereto as Exhibit A is a true and correct copy of the Plan of Distribution adopted by unanimous consent of the directors/trustees of The Civil War Soldiers Museum Foundation, Inc., pursuant to Section 617.1406(2), and that the Corporation has no members or its members are not entitled to vote on the Plan of Distribution.

THE CIVIL WAR SOLDIERS
MUSEUM FOUNDATION, INC.


NORMAN W. HAINES, JR.
President/Trustee/Director

PLAN OF DISTRIBUTION OF ASSETS OF CORPORATION NOT FOR PROFIT

In compliance with Section 617.1406, *Florida Statutes*, the Trustees/Board of Directors of The Civil War Soldiers Museum Foundation, Inc. (the Foundation), has unanimously adopted, by separate resolution, this Plan of Distribution of Assets in connection with the dissolution of the Foundation and the filing of Articles of Dissolution with the Department of State of the State of Florida.

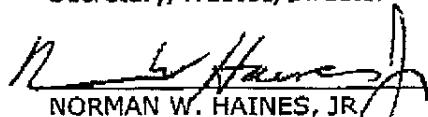
All liabilities and obligations of the Foundation shall be paid and discharged.

Assets, if any, held by the Foundation upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution of the Foundation, shall be returned, transferred or conveyed in accordance with such requirements.

Consistent with the provisions of Chapter 617, *Florida Statutes*, the Articles of Incorporation of the Foundation, and the Bylaws of the Foundation, any and all remaining assets of the Foundation shall be distributed to "Historic
Pensacola Village," which is a charitable, religious, scientific, literary or educational organization that is qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code that carries on activities that are the same as or similar to those carried on by the Foundation prior to the complete termination of its activities (as a result of damage from Hurricane Ivan).



SUSAN B. HAINES
Secretary/Trustee/Director



NORMAN W. HAINES, JR.
President/Trustee/Director