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March 7, 2000

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****43.75 *****43.75

Re: Pebblebrook Lakes Homeowners' Association No.1, Inc., a Florida
Not-For-Profit Corporation

Dear Sir:

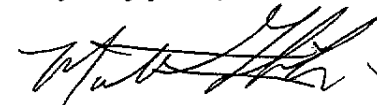
In connection with the above referenced not-for-profit corporation, I enclose the following documents:

1. Articles of Dissolution;
2. Plan of Distribution of Assets, containing Officer's Certificate of Compliance and a copy of the Resolution of Board of Directors and;
3. A Check for \$43.75 to cover the filing fee and fee for a certified copy.

Please file the original Articles of Dissolution and return the certified copy to our office at your earliest convenience.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,


Matthew L. Grabinski

MLG/rm
Enclosures
10793.1 7774.002

cc: Kenneth P. Saundry, Jr.

S. PAYNE MAR 22 2000

ARTICLES OF DISSOLUTION

FILED
00 MAR 13 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is Pebblebrooke Lakes Homeowners' Association No. 1, Inc., a Florida not-for-profit corporation.

2. The dissolution of the Corporation was consented to by written Action by Members Without Meeting dated February 28, 2000. The vote of the Members was sufficient for approval, and in accordance with *Florida Statutes* §617.0701. Following the vote of the Members, the Board of Directors adopted a resolution to dissolve pursuant to *Florida Statute* §617.0821.

3. These Articles of Dissolution shall be effective upon filing with the Florida Department of State.

Dated this the 28 day of February, 2000.

PEBBLEBROOKE LAKES HOMEOWNERS'
ASSOCIATION NO. 1, INC., a Florida not-for-profit
corporation

By:

Kenneth P. Sahendry, Jr.

Print Name:

Kenneth P. Sahendry, Jr.

Title:

Director

PLAN OF DISTRIBUTION OF ASSETS

PEBBLEBROOKE LAKES HOMEOWNERS' ASSOCIATION NO. 1, INC.

This Plan of Distribution of Assets for Pebblebrooke Lakes Homeowners' Association No. 1, Inc., a Florida not-for-profit corporation (the "Association"), is hereby established pursuant to *Florida Statute* § 617.1406. The Association is to be dissolved, and upon such dissolution, the assets of the Association shall be distributed as follows:

1. All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions be made therefor.
2. All assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
3. Assets received and held by the Association subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the dissolving Association.
4. Pursuant to Section 14.2 of the Articles of Incorporation, all remaining assets shall be dedicated to Pebblebrooke Lakes Master Association, Inc., a Florida not-for-profit corporation.

Officer's Certificate of Compliance

The undersigned, as Director of Pebblebrooke Lakes Homeowners' Association No. 1, Inc., a Florida not-for-profit corporation, (the "Association") hereby certifies that the foregoing Plan of Distribution of Assets of the Association was adopted by the Board of Directors of the Association pursuant to *Florida Statute* §617.1406. A copy of the resolution wherein this Plan of Distribution of Assets was adopted is attached hereto as Exhibit "A," and is a true, correct and complete copy of such document.

Dated this 28 day of February, 2000.

PEBBLEBROOKE LAKES HOMEOWNERS'
ASSOCIATION NO. 1, INC., a Florida
not-for-profit corporation

By:

Printed Name: Kenneth P. Steundry, Jr.
Its: Director

RESOLUTION OF BOARD OF DIRECTORS

OF

PEBBLEBROOKE LAKES HOMEOWNERS' ASSOCIATION NO. 3, INC.

The undersigned, being all of the Directors of Pebblebrooke Lakes Homeowners' Association No. 3, Inc., a Florida not-for-profit corporation (the "Association"), hereby adopt this resolution without a meeting pursuant to Section 5.15 of the By-Laws of the Association and *Florida Statute* §617.0821:

WHEREAS, on February 28, 2000, the Board resolved to recommend that the Association be dissolved, and resolved that such recommendation be submitted to a vote of the Members for approval; and

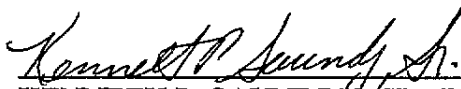
WHEREAS, at least two-thirds (2/3) of the Members entitled to vote on the recommendation voted in favor of such dissolution.

NOW, THEREFORE, BE IT RESOLVED that the Association shall be dissolved pursuant to *Florida Statutes* Chapter 617.1403; and be it further

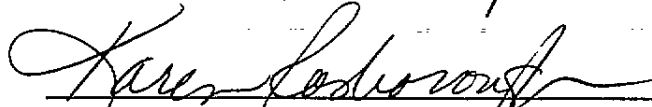
RESOLVED, that the Plan of Distribution of Assets of the Association, established pursuant to *Florida Statute* §617.1406 and attached hereto as Exhibit "A" is hereby adopted; and be it further

RESOLVED, that Kenneth P. Saundry, Jr., as Director of the Association, is hereby authorized and empowered to take all action, execute a quit-claim deed, bill of sale, and any other documents necessary to successfully complete the dissolution of the Association.

DATED this 28 day of February, 2000.


KENNETH P. SAUNDY, SR., Director


KENNETH P. SAUNDY, JR., Director


KAREN ROSBOROUGH, Director

(This Resolution shall be filed with the minutes of the Board pursuant to section 5.15 of the By-Laws of the Association)

EXHIBIT "A"

PLAN OF DISTRIBUTION OF ASSETS

PEBBLEBROOKE LAKES HOMEOWNERS' ASSOCIATION NO. 3, INC.

This Plan of Distribution of Assets for Pebblebrooke Lakes Homeowners' Association No. 3, Inc., a Florida not-for-profit corporation (the "Association"), is hereby established pursuant to *Florida Statute* § 617.1406. The Association is to be dissolved, and upon such dissolution, the assets of the Association shall be distributed as follows:

1. All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions be made therefor.
2. All assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
3. Assets received and held by the Association subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the dissolving Association.
4. Pursuant to Section 14.2 of the Articles of Incorporation, all remaining assets shall be dedicated to Pebblebrooke Lakes Master Association, Inc., a Florida not-for-profit corporation.