

N99000003852

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250
225 SOUTH ADAMS STREET
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TELEPHONE 850-222-7717
FAX 850-222-3494
www.ghrlaw.com

FILED
00 DEC 18 PM 4:04
TALLAHASSEE, FLORIDA
MAIL ADDRESS

KELLY B. PLANTE, ESQUIRE

December 18, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

200003504252--0
-12/18/00--01111--001
*****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find **Articles of Dissolution**, along with a check in the amount of **\$43.75** for the applicable filing fee and to obtain a **Certified copy of the Articles of Dissolution** for the following entity:

TEAM CENTRAL FLORIDA 2000, INC.
Document Number: N99000003852

Upon receipt, please "date stamp" the photocopy of the letter attached for our records and please call Ann Cotroneo at 222-7717 when the document is ready. Thank you for your assistance in this matter.

Diss
12-18-00
BKS

Very truly yours,

Kelly B. Plante
Kelly B. Plante

RECEIVED
00 DEC 18 PM 1:54
DIVISION OF CORPORATIONS

KBP/amc
Enclosures
GHRCORP/GHR2.343
Buchanan/55316-1



MELBOURNE

ORLANDO

TAMPA

**ARTICLES OF DISSOLUTION
OF
TEAM CENTRAL FLORIDA 2000, INC.
A Florida Not-for-profit Corporation**

FILED
00 DEC 18 PM 4:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this Corporation is: TEAM CENTRAL FLORIDA 2000, INC..

ARTICLE II. ADOPTION OF DISSOLUTION

The Corporation has no members. The dissolution of this Corporation was authorized by its Board of Directors on December 14th, 2000. The number of Directors in office on the date of adoption was three (3) and the vote for the resolution was unanimous, and, therefore, sufficient for approval.

ARTICLE III. UNANIMOUS WRITTEN CONSENT

A copy of the Unanimous Written Consent of the Board of Directors of this Corporation approving the Plan of Dissolution and Distribution of Assets executed by the Directors is attached hereto.

Signed this 14th day of December, 2000.

TEAM CENTRAL FLORIDA 2000, INC.

By: 
Daniel J. Gallogly, Chairman

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of TEAM CENTRAL FLORIDA 2000, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Dissolution and Distribution of Assets as adopted by the Board of Directors of the Corporation by Unanimous Written Consent dated the 14th day of December, 2000.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 14th day of December, 2000.

TEAM CENTRAL FLORIDA 2000, INC.

By: _____

John P. Saboor, Secretary

(CORPORATE SEAL)

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
TEAM CENTRAL FLORIDA 2000, INC.**

The undersigned, being all of the members of the Board of Directors of TEAM CENTRAL FLORIDA 2000, INC., a Florida not-for-profit corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Section 617.0821, Florida Statutes:

WHEREAS, the Directors of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and its assets distributed pursuant to the provisions contained in its Articles of Incorporation.


NOW, THEREFORE, BE IT

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

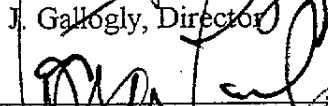
FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 617.1402 and 617.1403, Florida Statutes.

FURTHER RESOLVED, that the directors and president of the Corporation are hereby authorized and directed to see that all of the steps are undertaken in accordance with the Plan of Dissolution and Distribution of Assets, attached hereto and incorporated herein by reference.

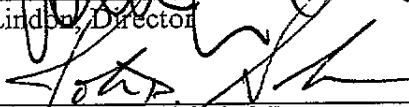
The undersigned hereby approve and adopt the foregoing written action this 14th day of December, 2000.



Daniel J. Gallogly, Director



Dale Lindbo, Director



John P. Saboor, Director

**PLAN OF DISSOLUTION
AND DISTRIBUTION OF ASSETS OF
TEAM CENTRAL FLORIDA 2000, INC.**

Authorization for Dissolution

1. On December 14th, 2000, the Board of Directors of TEAM CENTRAL FLORIDA 2000, INC., a Florida not-for-profit corporation (the "Corporation"), by Unanimous Written Consent adopted a resolution that the Corporation be dissolved and its assets distributed in accordance with the terms of its Articles of Incorporation.

Approval and Adoption of the Plan

2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation that the dissolution of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of dissolution and distribution, under which it shall be dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to The Central Florida Sports Commission, Inc., a Florida not-for-profit corporation, qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

This plan shall become effective on the date on which it is approved and adopted by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "effective date."

Cessation of Business

3. After the effective date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending distribution.

Payment of Debts and Liabilities

4. Prior to making any distribution of corporate assets, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation.

The Corporation shall set aside a sum adequate to be used for the payment of unascertained or contingent liabilities and expenses of the Corporation, including liabilities for taxes and expenses of dissolution. Any amount remaining in the reserve fund after payment of these liabilities and expenses shall be distributed to The Central Florida Sports Commission, Inc.

Distribution of Assets

5. After payment of, or provision for, all of the known debts and liabilities of the Corporation and disposition of any assets held by the Corporation under contractual or other similar conditions, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to The Central Florida Sports Commission, Inc., a Florida not-for-profit corporation, in furtherance of similar civic and educational purposes as those engaged in by the Corporation.

Powers of Directors and Officers

6. The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such

instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

7. The Directors and Officers of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government as soon as possible after distribution of the assets of the Corporation.

8. The Directors, Officers and Agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Dissolution and Distribution of Assets taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action this 14th day of December, 2000.


Daniel J. Gallogly, Director


Dale Lindon, Director


John P. Saboor, Director