

# WCI COMMUNITIES, INC.

24301 WALDEN CENTER DR.  
BONITA SPRINGS,  
FLORIDA 34134  
TEL (941) 947-2600  
wcicommunities.com

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 JUL -5 PM 3:58

July 1, 2002

Division of Corporations  
Amendment Section  
PO Box 6327  
Tallahassee, Florida 32314

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-07/08/02--01010--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Dissolution  
Palermo at the Colony Condominium Association, Inc.

Enclosed for processing are the Articles of Dissolution, Certificate of Secretary, with Plan of Distribution attached, and our check in the amount of \$35, as the filing fee for this matter. We request that the documents be filed and that this corporation be dissolved.

Should you have any questions please do not hesitate to contact me at (941) 498-8605.

Sincerely,

  
Bonnie Rushing  
Paralegal

/bdr  
Enclosures

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**ARTICLES OF DISSOLUTION  
OF  
PALERMO AT THE COLONY CONDOMINIUM ASSOCIATION, INC.**

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Pursuant to Section 617.403, Florida Statutes, Palermo at the Colony Condominium Association, Inc., a Florida not for profit corporation (the "Corporation") submits the following Articles of Dissolution:

**FIRST:** The name of the Corporation is Palermo at the Colony Condominium Association, Inc.


**SECOND:** The Corporation's member is not entitled to vote on a resolution to dissolve the Corporation. Effective as of June 4, 2002, the Corporation authorized the dissolution of the Corporation by a unanimous written consent of the three (3) Directors on the Board of Directors at that time.

Signed this 5th day of June, 2002

  
\_\_\_\_\_  
George R. Page  
President

**CERTIFICATE OF SECRETARY OF  
PALERMO AT THE COLONY CONDOMINIUM ASSOCIATION, INC.**

On this 5<sup>th</sup> day of June, 2002, the undersigned, as Secretary of Palermo at the Colony Condominium Association, Inc., a Florida not for profit corporation (the "Corporation") hereby certifies that attached hereto is a true and correct copy of the Plan of Distribution of Assets of the Corporation and that the Plan of Distribution of Assets complies with Section 617.1406(2) of the Florida Not For Profit Corporation Act. The Plan of Distribution of Assets was adopted by the Directors of the Corporation effective as of June 4<sup>th</sup>, 2002.

  
\_\_\_\_\_  
Stefan O. Johansson, Secretary

**PLAN OF DISTRIBUTION OF ASSETS OF  
PALERMO AT THE COLONY CONDOMINIUM ASSOCIATION, INC.**

**WHEREAS**, it is deemed advisable and in the best interests of Palermo at the Colony Condominium Association, Inc., a Florida not for profit corporation (the "Corporation"), to wind up the affairs of the Corporation and to completely liquidate the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended (the "Code");

**NOW THEREFORE**, the Corporation adopts the following plan of distribution of assets (the "Plan"):

1. The officers of the Corporation shall pay and discharge all of the liabilities and obligations of the Corporation or have adequate provisions made therefore.
2. Any assets held by the Corporation 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. Any assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, education, 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 corporation, trusts, societies or organizations engaged in activities substantially similar to those of the Corporation.
4. Any remaining assets shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws of the Corporation to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or provide for distribution to others.
5. Any remaining assets shall be distributed to the sole member of the Corporation.
6. The officers of the Corporation are authorized and directed to perform such acts and deeds necessary or desirable to effectuate the Plan, including the execution of any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the Plan.
7. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.