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(Business Entity Name)

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Sarah C. Nelson GAVE

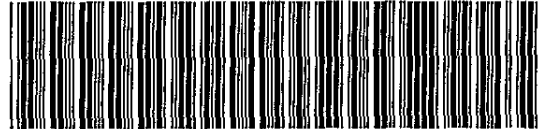
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D. Cornell

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DIVISION OF CORPORATIONS
2003 MAY 15 PM 4:07

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De



Progress Energy

May 13, 2003

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dissolution of PIH Tax Credit Funds I, II, VI and VII

Dear Sir or Madam:

Please find enclosed an original and one copy of each of the Articles of Dissolution for the following companies: (The Articles of Dissolution are attached as Exhibit A to Consent of Directors Resolutions.)

PIH Tax Credit Fund I, Inc.
PIH Tax Credit Fund II, Inc.
PIH Tax Credit Fund VI, Inc.
PIH Tax Credit Fund VII, Inc.

Also, enclosed is a check in the amount of \$140 to cover the filing fees (\$35 for each company), as well as Consent Resolutions signed by the directors of each company. Please return a file-stamped copy of each of the Articles of Dissolution to me in the enclosed, self-addressed stamped envelope.

Please call me at 919-546-7086 if you have questions or need additional information.

Sincerely,

Sarah C. Nelson
Paralegal

SCN:
Enclosures
204668

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: PIH Tax Credit Fund VI, Inc.

SECOND: The date dissolution was authorized: May 5, 2003

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

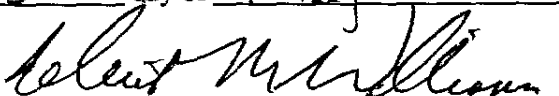
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

PIH, Inc., sole shareholder

(voting group)

Signed this 5th day of May, 2003

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

Robert M. Williams

(Typed or printed name)

Assistant Secretary

(Title)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 MAY 15 PM 4:07

**CONSENT OF THE SOLE SHAREHOLDER OF
PIH TAX CREDIT FUND VI, INC.
TO ACTION WITHOUT MEETING**

The undersigned, being the sole shareholder of PIH Tax Credit Fund VI, Inc., a Florida Corporation (the "Corporation"), does hereby waive notice of a meeting of the shareholders of the Corporation and hereby consents to the following actions and adopts the following resolutions by written consent:

**APPROVAL OF DISSOLUTION OF
PIH TAX CREDIT FUND VI, INC.**

WHEREAS, the Board of Directors of the Corporation (the "Board") has recommended the dissolution of the Corporation; and

WHEREAS, the Florida Statutes (the "Statutes") provide for dissolution of a corporation upon written consent of the shareholders; and

WHEREAS, PIH, Inc. is the sole shareholder of the Corporation;


NOW THEREFORE, BE IT RESOLVED, that the sole shareholder of PIH Tax Credit Fund VI, Inc. hereby approves the Board's proposal to dissolve the Corporation; and hereby authorizes such dissolution; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and file with the Florida Secretary of State the Articles of Dissolution, in substantially the form attached as Exhibit A, pursuant to Section 607.1403 of the Statutes; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take any and all actions necessary and advisable in order to carry out the dissolution of the Corporation.

Dated: May 5, 2003

PIH, INC.
Sole Shareholder

By: 
Peter M. Scott III
President