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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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2010 DEC -9 AM 10:39

NON-PROFIT CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Master Gardener Association of Rhode Island, Inc.

2. A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

- The resolution to dissolve the corporation was adopted at a meeting of members held on September 14, ^{09/18/2010} at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The resolution to dissolve the corporation was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.
- The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on _____, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(If no plan of distribution was adopted, so state.)

Any net income less expenses will be turned over to the Master Gardener Foundation of Rhode Island, Inc., a non-profit, 501(c)3 corporation. The sole mission of the Foundation is to attract, raise, and, when requested, manage funds to support the programs and objectives of the URI Master Gardener Program in concert with the URI Cooperative Extension Education Center and the URI Master Gardener Association.

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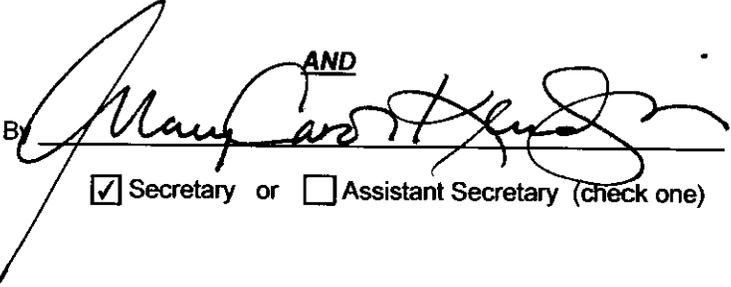
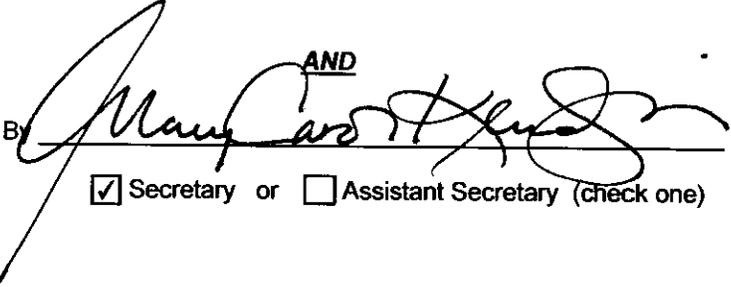
- 5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
- 6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 11, 2010

Master Gardener Association of Rhode Island, Inc.
Print Corporate Name

By 
 President or Vice President (check one)


AND
By 
 Secretary or Assistant Secretary (check one)