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ID Number: 56476



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

ARTICLES OF DISSOLUTION

2014 JUN -3 PM 2:02
SECRETARY OF STATE
CORPORATIONS DIV

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 The Dunn Foundation

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 _____, 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 May 25, 2014, 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.)

See the attached Exhibit A

FILED

JUN 03 2014

By 225553

A.A. 2:02 p.m.

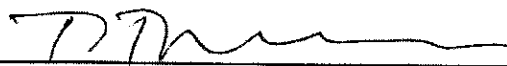
5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction 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: May 25, 2014

The Dunn Foundation

Print Corporate Name

By 

☒ President or ☐ Vice President (check one)

By  AND

☒ Secretary or ☐ Assistant Secretary (check one)

Exhibit A

Plan of Liquidation and Dissolution

This Plan of Complete Liquidation and Distribution (the "Plan") is for the purpose of effecting the complete liquidation and dissolution of The Dunn Foundation (the "Corporation") pursuant to the following steps:

1. The Corporation will cease the active conduct of its business and wind up its affairs; will pay and discharge all of its debts, obligations and liabilities or make adequate provision therefor; and distribute all of its assets (less any assets retained to discharge liabilities) to SAVE THE BAY, INC., a 501(c)(3) corporation, in such manner as the Corporation shall determine.
2. After the liabilities of the Corporation have been discharged or adequate provision has been made therefor and all of the Corporation's property has been distributed as recited above, the appropriate officers of the Corporation will execute and file with the Rhode Island Secretary of State such documents as may be required to effect the Corporation's dissolution.
3. Any officer of the Corporation, acting singly and in such officer's sole discretion on behalf of the Corporation, is hereby authorized and directed to execute and deliver any and all documents, certificates and instruments, to give and deliver all such notices, and to do or cause to be done all such acts and things, as may be necessary or advisable to implement this Plan.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

