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BOD-Committee: 1987-09-08, Legal Papers of Dissolution

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September 8, 1987

*ALSO MEMBER FLORIDA BAR

Mr. Albert L. Cooper
Buffalo State College
1300 Elmwood Avenue
Buffalo, New York 14222

Dear Al:

Pursuant to your request, we have prepared the necessary minutes and petitions to effect the Voluntary Dissolution of Arboretum of Metropolitan Buffalo, Inc. Accordingly, I enclose herewith for your review original and three copies of each of the following items:

1. Waiver of Notice of Special Meeting of Board of Directors;
2. Minutes of Special Meeting of Board of Directors;
3. Petition for Approval of Voluntary Dissolution;
4. Certificate of Dissolution.

Please review the enclosed documents, and if they meet with your approval, sign each of the items where appropriate, in your capacity as Secretary of the corporation. Please also have each of the board members sign the Waiver of Notice, and have Elton sign the Petition in his capacity as President. Please note that the Petition must be signed before a Notary Public. Please return the originals to me. The three copies are for you, Elton and Bruce.

The suggested procedure for dissolution is as follows:

1. Board approves Plan of Dissolution.
2. Serve Notice of Petition approving dissolution, together with copy of Petition and Plan on the Attorney General ten days before filing the same with the Supreme Court.
3. File the Petition for Approval of Dissolution with the Supreme Court.
4. Attach signed Order approving Dissolution to the Plan of Dissolution.

5. Serve Notice of Petition approving Certificate of Dissolution, together with copy of Petition and Certificate of Dissolution on the Attorney General ten days before filing.
6. File Petition with the Certificate of Dissolution with the Supreme Court.
7. Attach signed Order to the Certificate of Dissolution.
8. Send Certificate of Dissolution with Court Order and \$10.00 check payable to the Department of State, together with a completed Form CT 247 (not for profit corporation questionnaire) to the New York State Department of Taxation. The Department of Taxation will then attach its approval of the certificate, and forward it to the Department of State for filing.
9. If the corporation wishes, it may serve on all creditors, and publish, a Notice of Dissolution. This will bar claims if not asserted within six months of such notice.

As soon as the first Order is entered approving the dissolution, I will send you the second Petition (referred to in item 5 and 6 above) for your review, as we will not file this until the first is approved.

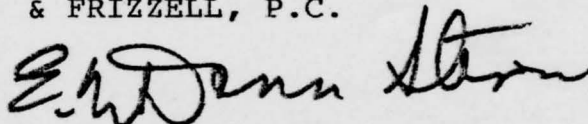
I have requested the Secretary of State's office to send the Form CT 247, and upon receipt, I will forward it to you.

Please feel free to call me at any time if you have any questions regarding this matter.

Thank you for your attention to this matter.

Sincerely,

WILLIAMS, STEVENS, MCCARVILLE
& FRIZZELL, P.C.


E. W. DANN STEVENS

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enclosures