

PLAN OF DISSOLUTION AND LIQUIDATION

This PLAN OF DISSOLUTION AND LIQUIDATION ("Plan") is intended to accomplish the complete dissolution and liquidation of Coastal Alabama Farmers' and Fishermen's Market, Inc., an Alabama nonprofit corporation (the "Corporation"), through the distribution by the Corporation of all its assets in complete liquidation to the City of Foley, Alabama, an Alabama municipal corporation (the "City"), in accordance with its Certificate of Formation and the Alabama Business and Nonprofit Entities Code (the "Act").

1. Authorization and Approval of the Plan. The Plan shall be considered adopted when it has been approved by the Board of Directors of the Corporation and The City of Foley Public Facilities Cooperative District, an Alabama public corporation and the sole member of the Corporation.

2. Cessation of Business. After the date of adoption of the Plan, the Corporation shall not perform business activities other than those required to wind up and liquidate its remaining business affairs, discharge liabilities, preserve the value of its assets and distribute its remaining assets to the City in accordance with this Plan.

3. Dissolution Notice. The President of the Corporation shall cause to be executed and filed with the Secretary of State of Alabama a Statement of Intent to Dissolve followed by Articles of Dissolution in accordance with the Act.

4. Liquidator. For purposes of effecting the liquidation and dissolution of the Corporation, the President of the Corporation shall serve as liquidator in disposing of and distributing the Corporation's assets in accordance with this Plan (in such capacity, the "Liquidation Manager").

5. Distribution to the City. Upon the payment or provision for the debts and liabilities of the Corporation, the Corporation shall distribute its assets to the City.

6. Authorization. The Liquidation Manager is hereby authorized to do or perform any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind which are deemed necessary, appropriate or desirable, in the reasonable discretion of the Liquidation Manager, to implement this Plan and the transactions contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.