

7/5/2018

737604

Division of Corporations

Florida Department of State  
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Division of Corporations  
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Account Number : I20020000154  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

CC  
Plan of Distribution of Assets

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18 JUL -5 PM 4:52

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required by Florida Statute Section 617.1406(4), we are submitting the attached Plan of Distribution of Assets for filing with the Florida Department of State.

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BERGER SINGERMAN

Mark Wisniewski  
(954) 712-5178  
mwisniewski@bergersingerman.com

July 5, 2018

**VIA E-FILE**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Miami Children's Hospital Foundation, Inc. - Document Number 737604  
Plan of Distribution of Assets

Dear Sir or Madam:

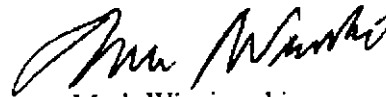
Pursuant to Florida Statute Section 617.1406(4), the above-referenced Plan of Distribution of Assets is required to be filed with the Florida Department of State. Accordingly, please find attached for filing the Plan of Distribution of Assets for Miami Children's Hospital Foundation, Inc.

The filing fee and certified copy fee has been paid from our Prepaid Sunbiz E-File Account.

Thank you for your assistance with this matter.

Sincerely,

Berger Singerman LLP



Mark Wisniewski

MW/rdm

Attachment  
8600373-1

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TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS  
OF  
MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC.  
AS A RESULT OF DISSOLUTION**

The Plan of Distribution of Assets (this "Plan") of MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC., a Florida corporation not for profit (the "Corporation"), is as follows:

All liabilities and obligations of the Corporation shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. A list of such claims, if any, and the provisions made by the Corporation for such claims, is attached to this Plan as Schedule A.

Any assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the Corporation's dissolution, or by reason of provisions in governing agreements to which the Corporation is a party, shall be returned, transferred or conveyed in accordance with such requirements.

Assets received and held by the Corporation subject to limitations permitting their use only for charitable purposes but not held upon a condition requiring return, transfer or conveyance by reason of dissolution or by effect of governing contract, shall be transferred or conveyed pursuant to this Plan to a corporation having activities substantially similar to the Corporation.

The remaining assets of the Corporation consist of cash in the amount of Sixty Thousand Dollars (\$60,000.00), which shall be utilized as a holdback reserve for payment of windup fees and expenses. Consistent with the resolutions adopted by the Corporation's Board of Directors, a deposit in escrow will not be established by the board as there are no known creditors, nor is it believed there are any unknown creditors. Any cash remaining following the payment of windup fees and expenses shall be distributed in the following manner and order of priority: (i) first, pro rata, to the creditors of the Corporation, if any, identified in Schedule A; and (ii) thereafter, to Miami Children's Health System Foundation, Inc., a Florida not for profit corporation d/b/a Nicklaus Children's Hospital Foundation.

The Corporation obtained a directors' and officers' liability insurance policy and shall utilize the policy proceeds therefrom to indemnify its officers, directors, employees, and agents ("Indemnified Persons") to the maximum extent permissible under the applicable provisions of Florida law. Such indemnification shall apply to acts or omissions of such Indemnified Persons including without limitation acts or omissions in connection with the implementation of this Plan and related contractual arrangements, and the winding up of the affairs of the Corporation, and shall include the advancement of costs, charges and expenses (including attorneys' fees and expenses) incurred by an Indemnified Person in defending a claim.

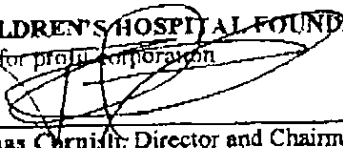
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The Corporation does not have members entitled to vote on dissolution proceedings. By way of a written action without a meeting of the board of directors of the Corporation taken in a manner consistent with Section 617.0821, Florida Statutes, on the 12th day of December, 2017 the directors of the Corporation authorized and approved by a majority vote of the directors then in office this Plan of Distribution of Assets, effective as of the date of the dissolution date of the Corporation.

The undersigned Chairman of the Board of Directors of the Corporation hereby certifies compliance of this Plan of Distribution of Assets with the requirements of Florida Statutes, Section 617.1406, and hereby authenticates this Plan of Distribution of Assets, and will cause the same to be filed with the Florida Department of State, in accordance with Florida Statutes, Section 617.1406.

**MIAMI CHILDREN'S HOSPITAL FOUNDATION, INC.,**  
a Florida not for profit corporation

By:   
Thomas Cornish, Director and Chairman of the Board of Directors

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**SCHEDULE A - LIST OF CLAIMS**

There are no existing creditors, liabilities or other such obligations of the Corporation.

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