

N120000010367

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

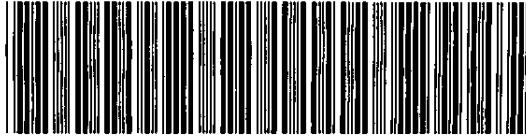
(Business Entity Name)

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**ARTICLES OF DISSOLUTION
OF
FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.**

Pursuant to the provisions of F. S. 617.1401-617.1403, notice is hereby given that the undersigned, being of full age, having previously associated together for the purpose of forming a Florida Corporation Not for Profit, without capital stock, under the provisions of Chapters 617, Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Dissolution.

ARTICLE I - NAME

The name of the Dissolved Company is **FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.; N12000010367**

ARTICLE II - PURPOSE, EXISTENCE, AND REASON FOR DISSOLUTION

The object and purpose of the Corporation has expired, the officers, directors, and members wish to withdraw, and all officers, directors, and members agree to dissolve their relationship and wind up the affairs of the Corporation. The Corporation was formed by filing of Articles of Incorporation on October 31, 2012, with the Office of the Secretary of State in Tallahassee, FL, Document Number N12000010367;

**ARTICLE III - JOINT DIRECTOR AND MEMBER
AUTHORIZATION - EFFECTIVE DATE OF DISSOLUTION**

Execution of these Articles of Dissolution has been authorized by the directors and members, pursuant to the accompanying Resolution. The resolution was adopted at a regularly scheduled Meeting of the Corporation, held on April 7, 2015, and is made pursuant to the provisions of law, and which date shall be the effective date of dissolution. The number of votes cast in favor of the resolution were sufficient to dissolve the corporation. The effective date of dissolution is April 7, 2015.

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ARTICLE IV - GENERAL WINDING UP OF AFFAIRS

All debts, liabilities, or obligations have been discharged, paid or released, or adequate provision has been made for the discharge and payment of all debts, liabilities, and obligations of the Corporation, all pursuant to the provision of law. Any and all income and assets of the Corporation, above necessary debts, expenses, liabilities, and obligations, shall be distributed to BARNABAS CENTER, INC., 1303 Jasmine Street, #101, Fernandina Beach, Florida, 32034, an exempt organization described in Sections 501(c)(3) and/or 170(c)(2) of the Internal Revenue Code, exclusively for public and charitable purposes, all as provided by Article XIII of the Articles of Incorporation and the provisions of FS 617.1406;

ARTICLE V - PENDING LITIGATION OR CLAIMS

There are no known claims and there is no litigation now known to be pending against the Corporation in the Courts of any State.

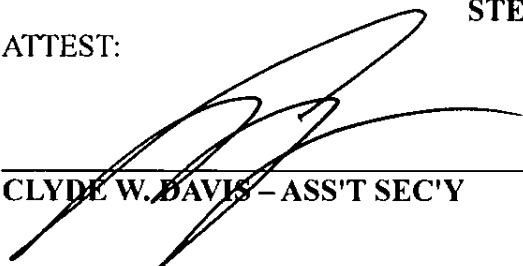
IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this

1st day of May, 2015.



STEPHEN LEE- CHAIRMAN

ATTEST:



CLYDE W. DAVIS - ASS'T SEC'Y

STATE OF FLORIDA)
COUNTY OF NASSAU)

Before me, the undersigned authority, personally appeared: **STEPHEN LEE**, to me well known to me to be the person(s) described in or who have produced _____ as identification and who did not take an oath, and who subscribed their name to the foregoing Articles of Dissolution, and whose acknowledged before me that they executed such Articles of Dissolution

for the purposes therein expressed.

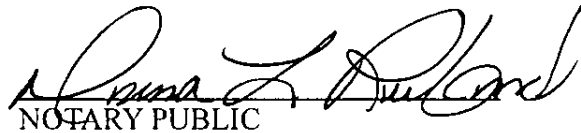
FELICIA D. CURTRIGHT
Notary Public, State of Florida
My Comm. Expires September 28, 2018
Commission No. FF 163898

STATE OF FLORIDA)
COUNTY OF NASSAU)


NOTARY PUBLIC

Before me, the undersigned authority, personally appeared: **CLYDE W. DAVIS**, to me well known to me to be the person(s) described in or who have produced _____ as identification and who did not take an oath, and who subscribed their name to the foregoing Articles of Dissolution, and whose acknowledged before me that they executed such Articles of Dissolution for the purposes therein expressed.




NOTARY PUBLIC

**A RESOLUTION
of the
MEMBERS, OFFICERS and DIRECTORS
of
FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.**

A Resolution jointly adopted by all of the members, officers and directors of FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC., then present, in person or by proxy, at the regularly scheduled meeting of the Corporation, held on April 7, 2015, at Fernandina Beach, Nassau County, Florida, making certain findings, dissolving, and winding up the affairs of the corporation, and whereby the corporation will authorize the execution of necessary documents to effectuate this purpose, to-wit:

Be It Resolved That:

Section One. FINDINGS, AUTHORIZATIONS, AND DIRECTIONS:

A) FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC., is a Florida Corporation, Not for Profit, and organized under Ch. 617 of the laws of the State of Florida, and previously engaged in public and charitable activity not for profit;

B) Following the discussions held at the March, 2015, regular monthly meeting, and the investigation of options and consultations with affected stakeholder - members, it was the consensus of all that the affairs of the Corporation be wound-up and the Corporation dissolved.

C) The dissolution has been recommended by the directors to the members, and the members entitled to vote have agreed to the dissolution by casting sufficient votes for the adoption of this resolution.

Section Two. AUTHORITY TO EXECUTE CERTAIN INSTRUMENTS AND DOCUMENTS.

STEPHEN LEE and CLYDE W. DAVIS, as Officers of the Corporation, are hereby delegated the authority to execute the Articles of Dissolution appended hereto;

Section Three. SCHEDULE: Dissolution of the Corporation shall be effective April 7, 2015. All matters attendant hereto shall commence within thirty (30) days and be completed within one hundred seventy-five (175) days, except for those items which may require confirmation by Court.

Section Four. DISTRIBUTION OF COPIES: Be it Further resolved that this resolution be executed in duplicate with the original spread upon the records of the Corporation, with minutes of its approval by officers/directors, and a duplicate furnished to State of Florida, Division of Corporations.


MEMBER/OFFICER/DIRECTOR – STEPHEN LEE


MEMBER/OFFICER/DIRECTOR – DR. LAUREEN PAGEL


MEMBER/OFFICER/DIRECTOR – CLYDE W. DAVIS

**MINUTES OF A REGULAR MEETING OF THE
MEMBERS, DIRECTORS AND OFFICERS OF
FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC..**

HELD: April 7, 2015.

Pursuant to notice a regular meeting of the members, officers, and directors of **FAMILY HEALTH AND WELLNESS CENTER OF NASSAU, INC.,** was held at the corporation offices on the 7th day of April, 2015, at 9:00 A.M., with a quorum of members, officers, and directors present in person or by proxy.

The first order of business being a review of actions taken by the officers and directors subsequent to the last meeting. Upon motion made and duly seconded, the actions of the officers and directors in the administration and conduct of the corporation were duly approved.

The next order of business being consideration of a joint resolution of the members, officers and directors to dissolve the corporation. Upon the advice and recommendation of the directors, the resolution was adopted, in the form appended hereto, and with the plan of dissolution therein contained. The same is spread upon the minutes of the corporation, appended to these minutes as an Exhibit;

There being no further business before the meeting, it was adjourned.



CLYDE W. DAVIS – Ass't Secretary

APPROVED:



STEPHEN LEE - Chairman