

GARY BROOKMYER
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638907

April 26, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00


RE: Articles of Dissolution of John E. Balfour, MD, P.A.

Dear Sir/Madam:

Enclosed for filing with your office is an original and one copy of Articles of Dissolution of John E. Balfour, MD, P.A. along with the Plan of Liquidation and Distribution of Assets of John E. Balfour, M.D., P.A.. Also, enclosed is a check in the amount of \$35.00 for filing fee of the same. Upon receipt of the enclosed for filing, please return a certified copy to me in the self-addressed stamped envelope provided for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely,



Daniel J. Probst

FILED
00 MAY -1 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DJP:ml
Enclosures
cc: Dr. John E. Balfour (w/enclosures)

Voldis

T. LEWIS MAY 9 2000

**ARTICLES OF DISSOLUTION
OF
JOHN E. BALFOUR, MD, P.A.**

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

FIRST: The name of the Corporation is **JOHN E. BALFOUR, MD, P.A.**

SECOND: The names and respective addresses of its officers are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JOHN E. BALFOUR	President	4702 Square Lake Drive Palm Beach Gardens, FL 33418
NONE	Vice President	
SUSAN B. BALFOUR	Secretary and Treasurer	4702 Square Lake Drive Palm Beach Gardens, FL 33418

THIRD: The names and respective addresses of its sole director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN E. BALFOUR	4702 Square Lake Drive Palm Beach Gardens, FL 33418


FOURTH: All liabilities and obligations of the Corporation have been paid or discharges or adequate provisions have been made therefor.

FIFTH: All remaining assets have been distributed to the shareholders, or for their benefit, according to their respective rights and interests.

SIXTH: There are no actions pending against the Corporation.

SEVENTH: The following written consent to dissolution of the Corporation has been signed by all shareholders to the Corporation, and that constitutes a sufficient number for this action:

"We, the owners of all of the outstanding capital stock of **JOHN E. BALFOUR, MD, P.A.**, a Florida Corporation, do hereby consent in writing to the dissolution of the Corporation."


JOHN E. BALFOUR, Shareholder


SUSAN E. BALFOUR, Shareholder

JOHN E. BALFOUR, MD, P.A.

BY: 
President

FILED
00 MAY -1 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of April, 2000, by **JOHN E. BALFOUR** and **SUSAN E. BALFOUR**, who are personally known to me or have produced Florida Drivers' Licenses as identification and [did/did not] take an oath.

Eileen Hausmann
Notary Public
My Commission Expires:



EILEEN HAUSMANN
Comm. No. CC 543397
My Comm. Exp. June 7, 2000
Bonded thru Pichard Ins. Agcy.

**PLAN OF LIQUIDATION AND DISTRIBUTION
OF ASSETS OF
JOHN E. BALFOUR, M.D., P.A.**

1. On December 1, 1999, the Board of Directors of the Corporation adopted a resolution that the Corporation be dissolved. The recommendation dissolution was approved by the shareholders of the Corporation at a properly noticed meeting on December 8, 1999.
2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its shareholders that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which John E. Balfour M.D. P.A. shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed to its shareholders, according to their respective interests, in complete redemption and cancellation of all of the Corporation's shares.

This plan shall become effective on the date on which it is approved and adopted by the vote or written consent of the Board of Directors. The date of Board approval and adoption of the plan is hereinafter called the "effective date."

3. **Cessation of Business.** After the effective date, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution.
4. **Payment of Debts and Liabilities.** Prior to making any distribution of corporate assets to the shareholders, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation.
5. **Distribution of Assets.** After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Board of Directors and officers of the Corporation shall distribute the remaining corporate assets to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to each shareholder a proportion of the cash equal to the proportion that the shares owned by the shareholder on the effective date bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to each shareholder an undivided interest in each of the assets equal to the proportion that the shares owned by the shareholder on the effective date bears to the total issued and outstanding shares of the Corporation.

This distribution shall be made to the shareholders on the following conditions: (1) that, on demand made by the Board of Directors, each shareholder properly endorse and surrender, for cancellation, the certificate or certificates evidencing ownership of the shareholder's shares; and (2) that the distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of the Corporation.

6. **Powers of Directors and Officers.** The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in the shareholders and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

Date: 4/11/00