

708 176

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(Address)

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(Document Number)

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FILED  
14 DEC 24 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 31 2013  
C. CARROTHERS

Reply to Fort Myers Office  
**Robert S. Forman**  
Direct Dial Number (239) 344-1239  
E-Mail: [robert.forman@henlaw.com](mailto:robert.forman@henlaw.com)

December 23, 2014

**BY FEDERAL EXPRESS**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Articles of Dissolution Materials/Community Health Association, Inc.**

Dear Sir or Madam:

On behalf of the above-referenced Corporation, please find enclosed the following materials for the voluntary dissolution of the above-referenced entity, as follows:

1. Cover Letter (generated from the Division of Corporations web-site);
2. Check in the amount of \$43.75 for the filing fee and Certificate of Status;
3. Executed Articles of Dissolution, to be effective as of December 31, 2014;
4. Executed Notice of Corporate Dissolution;
5. Certificate and Authentication of the Secretary of Community Health Association, Inc. and
6. Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Community Health Association, Inc., as adopted at a Special Meeting of the Board of Directors of Community Health Association, Inc.

If you have any questions or require any further information, please do not hesitate to contact me.

Very truly yours,



Robert S. Forman  
Henderson, Franklin, Starnes & Holt, P.A.



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Articles of Dissolution/Plan of Liquidation and Distribution

**DOCUMENT NUMBER:** 708176

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Robert S. Forman**

(Name of Contact Person)

**Henderson, Franklin, Starnes & Holt**

(Firm/Company)

**P.O. Box 280**

(Address)

**Fort Myers, Florida 33902**

(City/State and Zip Code)

For further information concerning this matter, please call:

**Robert S. Forman**

(Name of Contact Person)

at ( **239** )

(Area Code)

**344-1239**

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |   |   |
|--|---|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(Additional copy is<br>enclosed) |
|--|---|---|---|

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

FILED

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

14 DEC 24 AM 11:09

FIRST: The name of the corporation as currently filed with the Florida Department of State:  
Community Health Association, Inc.

SECOND: The document number of the corporation (if known): 708176

THIRD: Adoption of Dissolution  
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted

\_\_\_\_\_. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was May 15, 2014.

The number of directors in office was 3 and the vote for resolution was 3 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: December 31, 2014

(no more than 90 days after dissolution file date)

Signature: Darwin Richards

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Darwin Richards

(Typed or printed name of person signing)

Chairman of the Board of Directors

(Title of person signing)

Filing Fee: \$35

### ***Notice of Corporate Dissolution***

*This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.*

*This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.*

Name of Corporation: Community Health Association, Inc.

*Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the Articles of Dissolution.*

*Description of information that must be included in a claim:*

1. Name and address of claimant.

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  2. Brief description of nature of claim.

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  3. The amount of the claim.

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  4. The date(s) the claim is alleged to have arisen.

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*Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)*

Robert S. Forman  
Henderson, Franklin, Starnes & Holt  
Post Office Box 280  
Fort Myers, Florida 33902

*A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.*

Darwin Richards

*Printed Name of the Person Filing*



*Signature of the Person Filing*

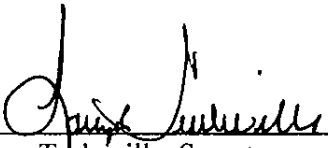
***Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00***

**CERTIFICATE AND AUTHENTICATION OF THE SECRETARY OF  
COMMUNITY HEALTH ASSOCIATION, INC.**

The undersigned, Larry Turbeville, Secretary of the Community Health Association, Inc., a Florida Not For Profit Corporation (the "Corporation"), hereby certifies that the Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Community Health Association, and the preambles and resolutions incorporated therein, and attached hereto as Exhibit "A" are a true, correct and complete copy, and are hereby authenticated as such a true, correct and complete copy, of the Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Community Health Association and the preambles and resolutions incorporated therein, duly adopted by all the directors of the Corporation at a Special Meeting of the Board of Directors of the Corporation held at 10:00 a.m., May 15, 2014, and that said Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Community Health Association, and the preambles and resolutions incorporated therein have not been modified or rescinded since their adoption and are in full force and effect as of the date hereof.

Furthermore, the undersigned, Larry Turbeville, Secretary of the Corporation, also hereby certifies that the requirements of Florida Statutes Section 617.1406(2) have been fully complied with. Specifically, without limiting the foregoing, the undersigned, Larry Turbeville, Secretary of the Corporation certifies that the Corporation has no Members entitled to vote upon any plan of distribution, as provided by Florida Statutes Section 617.1406(2), and thus under such Section 617.1406(2) the aforesaid Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation was properly adopted by a unanimous vote of the Board of Directors of the Corporation at such Special Meeting held at 10:00 a.m., May 15, 2014, as reflected and as provided by such Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation

Executed this 19<sup>th</sup> day of December, 2014.

  
\_\_\_\_\_  
Larry Turbeville, Secretary

**EXHIBIT A**

The following attachment constitutes the “Plan of Distribution of Assets and Complete Liquidation and Dissolution of Community Health Association, Inc.”

**PLAN OF DISTRIBUTION OF ASSETS,  
AND COMPLETE LIQUIDATION AND DISSOLUTION OF COMMUNITY HEALTH  
ASSOCIATION, INC.**

Pursuant to the authority of the Florida Not For Profit Corporation Act as well as Section 507(b)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), the undersigned, being all of the Directors of the Community Health Association, Inc., a Florida Not-for-Profit Corporation and a Private Foundation under Section 501(c)(3) of the Code (the "Corporation"), do hereby consent and agree to the following recitals, preambles and actions taken at a Special Meeting of the Board of Directors of the Corporation held at 10:00 a.m. on May 15, 2014, as reflected by these Minutes of such Special Meeting and this Plan of Distribution of Assets, and hereby also approve and adopt this Complete Liquidation and Dissolution of the Corporation at such Special Meeting, as follows:

**RECITALS AND PREAMBLES**

1. The undersigned are all the members of the Board of Directors of the Corporation.
2. The undersigned hereby consent to and waive any Notice of this Special Meeting of the Board of Directors of the Corporation pursuant to the applicable provisions of the Florida Not For Profit Corporation Act.
3. The undersigned are also duly authorized under the Bylaws of the Corporation to meet and approve of the following actions undertaken and approved by the undersigned Directors of the Corporation at this Special Meeting.
4. The Corporation wishes to liquidate and dissolve, and otherwise distribute all of its assets, and terminate its status as a private foundation, pursuant to, in part, the provisions of Florida Statutes Section 617.1406 and Code Section 507(b)(1)(A), as more fully provided herein.
5. The Corporation has no Members entitled to vote upon any plan of distribution, as reflected in Florida Statutes Section 617.1406(2), and thus under such Section 617.1406(2) any such plan of distribution as provided herein may be adopted by a majority vote of the Board of Directors of the Corporation at this Special Meeting

**OPERATIVE PROVISIONS**

**NOW, THEREFORE**, it is hereby resolved as follows:

1. All of the foregoing recitals and preambles are hereby confirmed, accepted, approved and ratified, and otherwise incorporated by reference into this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation.
2. This Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation is not inconsistent with either the Florida Not For Profit Corporation Act or the Articles of Incorporation of the Corporation, and shall not otherwise be implemented in any manner in violation of the Florida Not For Profit Corporation Act or the Articles of Incorporation



of the Corporation. Furthermore, this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation is consistent with, and otherwise meets the requirements of, Section 507(b)(1)(A) pertaining to terminations of private foundations.

3. All liabilities and obligations of the Corporation shall be paid or discharged, or adequate provisions shall be made therefore.

4. Without limiting the foregoing Section 3, the Corporation shall establish a reserve in an amount the Board of Directors deems reasonable and appropriate to cover and pay any reasonably anticipated expenses, liabilities or obligations of the Corporation (the "Reserve Account") that may be incurred by Corporation from the date of this Special Meeting and the approval and adoption of this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation until the date Articles of Dissolution are filed with the Florida Department of State. Furthermore, the Corporation shall pre-pay as many reasonably anticipated expenses, liabilities or obligations of the Corporation from the Reserve Account by June 30, 2014. Any portion of the Reserve Account that remains after June 30, 2014, shall be used to pay, or pre-pay, any reasonably anticipated expenses, liabilities or obligations of the Corporation that arise after June 30, 2014, but no later than December 31, 2014. After payment of all such expenses, liabilities or obligations of the Corporation after June 30, 2014, and before December 31, 2014, any remaining amount in the Reserve Account shall be distributed to the public charity identified in Section 7.5 hereof by no later than December 31, 2014.

5. After giving effect to the foregoing Sections 3 and 4 of this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation, the Corporation shall distribute all of its assets to the domestic corporations or organizations enumerated below in Section 7 hereof, in the amounts specified below in Section 7 hereof, which corporations or organizations engage in activities for or with respect to charitable, religious, eleemosynary, benevolent, educational or similar purposes, consistent with Florida Statutes Section 617.1406(3)(c) and the Articles of Incorporation, as amended, of the Corporation.

6. In addition, without limiting the foregoing, the distributee corporations or organizations enumerated in Section 7 hereof also constitute tax-exempt, "public charities" under the Code, and otherwise meet and satisfy, as applicable, (a) the requirements of Code Section 170(b)(1)(A) (other than clauses (vii) and (viii)), and which have also been in existence for at least sixty (60) months; and (b) the provisions rules and requirements of Code Section 507(b)(1)(A).

7. The Corporation shall distribute the following dollar amounts of assets to the following corporations or organizations:

- 7.1 \$2,000,000.00 to the Florida Gulf Coast University Foundation, Inc.;
- 7.2 \$1,500,000.00 to the Southwest Florida Community Foundation, Inc.;
- 7.3 \$500,000.00 to Hope Hospice and Community Services, Inc.;
- 7.4 \$250,000.00 to the United Way of Lee County, Inc.; and

7.5 \$250,000.00 to Lehigh Community Services, Inc. (a/k/a Lehigh Acres Community Services, Inc.)

Any amounts from the Reserve Account remaining after payment of all expenses, liabilities or obligations of the Corporation as provided by Section 4 hereof shall be distributed to Lehigh Community Services, Inc. (a/k/a Lehigh Acres Community Services, Inc.) by no later than December 31, 2014.


8. The Chairman of the Corporation shall execute and file Article of Dissolution with the Florida Department of State by no later than December 31, 2014.


9. The Corporation shall avail itself of the procedures with respect to unknown claims provided for by Florida Statutes Section 617.1407(1)(a).

10. The Chairman of the Corporation shall take such other actions and shall execute and deliver such other documents and instruments as may be necessary or advisable to effect and carry out this Plan or Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation to be approved, adopted and executed at a Special Meeting of the Board of Directors of the Corporation on this 15<sup>th</sup> day of May, 2014.

  
Darwin Richards, Director

  
Larry Turbeville, Director

  
Jon R. Olliff, Director