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DISSOLUTION OR WITHDRAWAL
UNITED METHODIST RETIREMENT CENTER OF TAMPA
INC.

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**ARTICLES OF DISSOLUTION
OF
UNITED METHODIST RETIREMENT CENTER OF TAMPA, INC.**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, **UNITED METHODIST RETIREMENT CENTER OF TAMPA, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Dissolution:

FIRST: The name of the Corporation is: **UNITED METHODIST RETIREMENT CENTER OF TAMPA, Inc.**

SECOND: The Articles of Incorporation of the Company were filed on July 23, 1968 and assigned document number 714991, as further Amended by that certain Certificate of Amendment of Articles of Incorporation of **UNITED METHODIST RETIREMENT CENTER OF TAMPA, Inc.** dated August 12, 1970.

THIRD: The dissolution of the Corporation was adopted and approved by the Board of Directors and the members of the Corporation by written consent effective as of December 10, 2010.

FIFTH: The dissolution of the Corporation will become effective upon the filing of these Articles of Dissolution with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution effective as of the 10th day of December, 2010.

**UNITED METHODIST RETIREMENT
CENTER OF TAMPA, INC.**, a Florida non-profit corporation

By: *James G. Wake*
Name: **JAMES G. WAKE**
Title: **Chairman**

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**PLAN OF DISTRIBUTION
OF
UNITED METHODIST RETIREMENT CENTER OF TAMPA, INC.**

This **PLAN OF DISTRIBUTION** of **UNITED METHODIST RETIREMENT CENTER OF TAMPA, INC.**, a Florida not for profit corporation ("**UMRC**"), is adopted and entered into as of December 10, 2010 (the "**Effective Date**") in accordance with Section 617.1406 of the Florida Not For Profit Corporation Act.

1. Authorization for Dissolution

On the Effective Date, the Board of Directors and members of UMRC adopted a resolution that UMRC be dissolved via that certain Composite Unanimous Written Consent Action of the Board of Directors and Members of UMRC.

2. Approval and Adoption of the Plan

The Board of Directors of UMRC has determined that it is in the best interests of UMRC and of its members that the liquidation of UMRC and the distribution of its assets be made pursuant to a formal, written plan of liquidation and distribution, under which UMRC shall be completely liquidated and dissolved, substantially 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 SOUTH CENTRAL DISTRICT, FLORIDA ANNUAL CONFERENCE, UNITED METHODIST CHURCH, INC., a Florida not for profit corporation (the "District"), and to FIRST UNITED METHODIST CHURCH, TAMPA, FLORIDA, which is legally known as BOARD OF TRUSTEES, FIRST UNITED METHODIST CHURCH, TAMPA, FLORIDA, INC. ("First Church"), consistent with that certain District Position Statement dated September 14, 2010 (the "District Position Statement") and that certain Dedicated Funds Agreement between the District and First Church (the "Dedicated Funds Agreement"). This plan shall become effective on December 10, 2010, the date on which it is approved and adopted by the vote or written consent of the Board of Directors.

3. Cessation of Business

After the Effective Date, UMRC 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. Distribution, Assignment and Transfer of Assets

After the Effective Date and after payment of, or provision for, all of the known debts and liabilities of UMRC, the Board of Directors and the officers of UMRC shall distribute, assign and transfer to the District substantially all of the assets of UMRC consistent with the District Position Statement and the Dedicated Funds Agreement. In accordance with the District Position Statement and the Dedicated Funds Agreement, \$212,000 of such funds in the UMRC replacement reserve account shall be distributed to First Church. The Board of Directors and the officers of UMRC may execute any instruments that are necessary to transfer title to the property and assets in accordance herewith and the District Position Statement and the Dedicated Funds Agreement.

5. Payment of Debts and Liabilities

Prior to making any distribution of assets to the District or First Church, the Board of Directors and the officers shall pay or set aside for payment all of the known or ascertainable debts and liabilities of UMRC.

UMRC shall set aside the funds in its operating bank account on the date hereof to be used for the payment of remaining liabilities and expenses of UMRC, including liabilities for officers and directors errors and omissions insurance tail coverage, the final annual audit report for UMRC, and any taxes and expenses of liquidation and dissolution. Any funds remaining in the operating account after payment of these liabilities and expenses shall be distributed to the District.

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6. **Powers of Directors and Officers**

The Board of Directors and the officers of UMRC shall carry out the provisions of this plan and the District Position Statement and the Dedicated funds Agreement, and shall take all actions that are necessary or advisable to effect the complete liquidation of UMRC and its dissolution, including the execution of such instruments as may be required to transfer and vest title to the assets in the appropriate transferee and the execution of all documents required by law to be filed to effect the dissolution of UMRC.

The undersigned is the Chairman of UNITED METHODIST RETIREMENT CENTER OF TAMPA, INC., a Florida not for profit corporation, and as such has the authority to make and authenticate this Plan of Distribution on behalf of UMRC.

James L. Ware
Name (Print): JAMES L. WARE
Dated: 12/16/2010

State of Florida
County of Hillsborough

The foregoing instrument was acknowledged before me this 16th day of December, 2010 by James L. Ware, who is personally known to me or has produced a driver's license as identification.

[Notary Seal]



Gwendlyn M. Lisboa
Notary Public
Printed Name: Gwendlyn M. Lisboa
My Commission Expires: 6-29-2013

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