

744237

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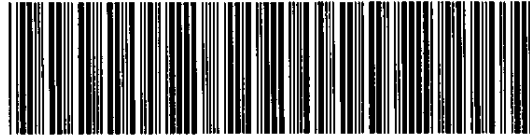
(Business Entity Name)

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@ 6.22.15

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REPLY TO: DeLand

June 10, 2015

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

**Re: Windward Behavioral Care, Inc. f/k/a Haven Recovery Center, Inc.
 Articles of Dissolution and Plan of Distribution of Corporate Assets**

To Whom It May Concern:

I have the pleasure of representing the interests of Windward Behavioral Care, Inc., regarding its voluntary dissolution. I have enclosed executed Articles of Dissolution and a Resolution Approving a Plan of Distribution of Corporate Assets. I have also enclosed check no. 14161, in the amount of \$35.00, as payment for the enclosed.

If you should have any questions, please feel free to contact me at any time.

Very truly yours,
PAUL, ELKIND & BRANZ, P.A.
Attorneys at Law



Michael P. Kelton

MPK/
Enclosures
cc: Linda White

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation as currently filed with the Florida Department of State:
WINDWARD BEHAVIORAL CARE, INC.

SECOND: The document number of the corporation (if known): 744237

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 19, 2015

The number of directors in office was 12 and the vote for resolution was 9 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: June 2, 2015
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: Linda White

(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)

Linda White

Linda White

(Typed or printed name of person signing)

President

President

(Title of person signing)

Filing Fee: \$35

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DIVISION OF REVENUE & TAXES
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RESOLUTION OF BOARD OF DIRECTORS

RESOLUTION TO BE PRESENTED FOR BOARD APPROVAL AT THE
REGULAR BOARD MEETING OF WINDWARD BEHAVIORAL CARE, INC.
JUNE 2, 2015

RESOLUTION APPROVING A PLAN OF DISTRIBUTION OF CORPORATE ASSETS

WHEREAS, on May 19, 2015, the Board of Directors voted on and approved the dissolution of Windward Behavioral Care, Inc., pursuant to Chapter 617, Florida Statutes; and

WHEREAS, pursuant to § 617.1406, Florida Statutes, it is necessary for the Board of Directors to adopt a plan providing for the distribution of assets; therefore be it:

RESOLVED, that a plan of distribution of corporate assets be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.

1. That the liquidation and dissolution be in accordance with Chapter 617, Florida Statutes, and that the officers and board members are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this corporation with the Secretary of State of the State of Florida;
2. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation;
3. That the officers of the corporation, as authorized by the Articles of Incorporation, as amended, and Bylaws, as amended, are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors;
4. That after effecting such sales and liquidation of corporation assets, all liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor, pursuant to §§ 617.1407 and 617.1408, Florida Statutes;
5. That all assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;
6. That all 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 the dissolution, be transferred or conveyed to one or more domestic or


foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

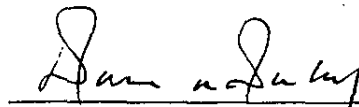
7. That all other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws provide for distribution to others; and

8. That any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

The undersigned hereby certifies that they hold the title and office indicated when signed below and that the foregoing is a true record of a resolution adopted by the Board of Directors of Windward Behavioral Care, Inc., at a meeting thereof held on the 2nd day of June, 2015.

IN WITNESS WHEREOF, we have executed our names and have hereunto affixed the corporate seal of the above-named Corporation this 2nd day of June, 2015.


LINDA WHITE, President


DONNA DOOLEY, Executive Director