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## Florida Department of State

Division of Corporations

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## DISSOLUTION

## UNITED VISION CARE PLAN, INC.

Certificate of Status	1
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ARTICLES OF DISSOLUTION  
OF  
UNITED VISION CARE PLAN, INC.

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Pursuant to Section 617.1403, Florida Statutes, this Florida corporation submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is United Vision Care Plan, Inc.
- SECOND:** The corporation has no members or members with voting rights, and pursuant to the articles of incorporation and the bylaws of the corporation, the power and authority to dissolve the corporation and to direct the windup of its affairs, gather and dispose of its assets and discharge its liabilities rests with the Board of Directors.
- THIRD:** At a meeting of the Board of Directors on March 1, 2003, called and noticed for the express purpose of voting on the dissolution of the corporation and the winding up of its affairs, the Board of Directors adopted a resolution to dissolve and wind up its affairs.
- FOURTH:** The number of directors in office at the time of the aforesaid meeting was eleven, and the vote for the resolution was ten. The eleventh director was absent despite due notice having been given of such meeting and the purpose of such meeting. The ten members present at this meeting constituted a quorum of the Board for all purposes.
- FIFTH:** On July 21, 2003, the Board of Directors convened a meeting that was called and noticed for the express purpose of devising a plan of final distribution of its assets in order to effectuate its dissolution as decided at the prior meeting as stated above. The meeting was attended by eight directors, which constituted a quorum for all purposes, and the Board adopted by unanimous vote of those present a plan of final distribution of its assets as follows:
- a. The corporation is to marshall its assets, being cash in the bank, funds held as security by the Department of Insurance, and any other capital assets such as investments in stocks and bonds, and convert all of same into cash.
  - b. From the aforesaid cash, the corporation is to pay all of its liabilities, including the accounting and legal costs of documenting and effectuating and finalizing the dissolution of the corporation, and including all other operating costs accrued and outstanding, and including all expenses incurred in effectuating the transfer described below and establishing the endowment described below, if any.

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- c. All remaining cash shall be donated and transferred to The Dr. Bruce Heiken Memorial Fund, Inc., a not-for-profit corporation and tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, with the condition that at least 2/3 of said proceeds, but not less than \$100,000.00, be placed in an endowment fund and the remainder be used as and for operating funds and expenses of the transferee, and upon the further condition that the transferee pay any outstanding costs and expenses incurred by United Vision Care Plan, Inc., in connection with this transfer and the establishment of the endowment, if any.

**SIXTH:** The effective date of the dissolution of United Vision Care Plan, Inc., shall be the date these Articles are filed with the Secretary of State of the State of Florida.

Dated and signed this 13 day of October, 2003.



Dr. Leonard Cherdack  
President and Chairman of the Board of Directors

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