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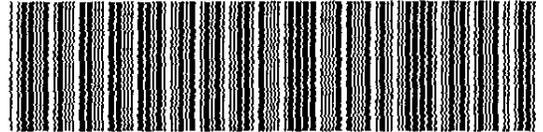
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03 MAY 27 PM 4:38  
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TALLAHASSEE, FLORIDA

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C. Oullette MAY 28 2003

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409 E. Gaines Street  
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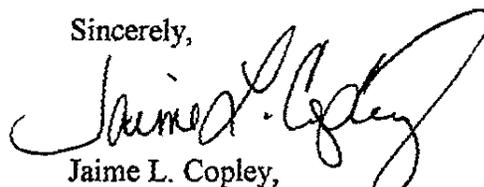
Re: Articles of Dissolution

Dear Sir or Madam:

Please find enclosed for filing with your office the Articles of Dissolution of the Association of Community Hospitals and Health Systems of Florida, Inc., a Florida not-for-profit corporation. Also enclosed is our Firm's check in the amount of Thirty-Five Dollars (\$35.00) for the requisite filing fee.

If you have any questions or require any additional information, please feel free to contact me at 222-3533 ext. 159.

Sincerely,



Jaime L. Copley,  
Paralegal to Mark T. Haney

:jlc

Enclosures

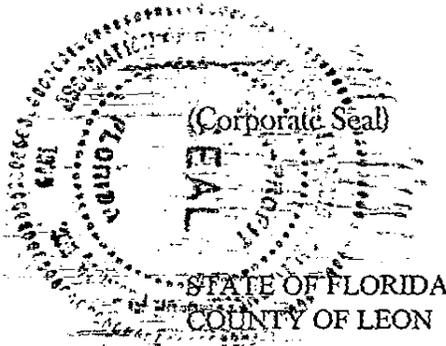
ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes and a Plan of Dissolution (a true copy being attached hereto as Exhibit A), the Association of Community Hospitals and Health Systems of Florida, Inc., a Florida not-for-profit corporation submits the following Articles of Dissolution:

- 1) The name of the corporation is the Association of Community Hospitals and Health Systems of Florida, Inc. (hereinafter referred to as "CHHS").
- 2) On or about the 24<sup>th</sup> day of October, 2000, the board of directors and officers of CHHS received written consent, pursuant to Florida Statute section 617.0701, from a majority of the members of CHHS, approving a plan of distribution and subsequent dissolution of CHHS.
- 3) The number of written consents received from the members of CHHS in favor of dissolution was sufficient for approval of that action.
- 4) The effective date of dissolution shall be the date of the filing hereof.

FILED  
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 SECRETARY OF STATE  
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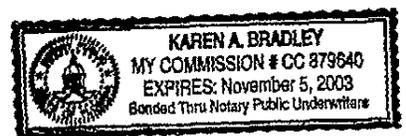
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 22 day of May, 2003.



By: Wayne NeSmith  
 Wayne NeSmith, as President of CHHS

5/22/03  
 Date

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of May, 2003, by Wayne NeSmith, as President of the Association of Community Hospitals and Health Systems of Florida, Inc., Inc., who is personally known to me or has produced FL driver's license as identification.



Karen A. Bradley  
 Print name: Karen A. Bradley

NOTARY PUBLIC -  
 STATE OF FLORIDA  
 My commission expires:  
 My commission number:

## RESOLUTION AND PLAN OF DISTRIBUTION

The Association of Community Hospitals & Health Systems of Florida, Inc. ("CHHS") upon resolution of its board of directors (the "Board of Directors") pursuant to Florida Statute ("F.S.") section 617.1406, ratifies the Plan of Distribution (the "Plan") as outlined below.

### RECITALS

WHEREAS, CHHS and the Florida Hospital Association, Inc. ("FHA") entered an Agreement to Consolidate (hereinafter referred to as the "Agreement to Consolidate"); and

WHEREAS, the entering of the Agreement to Consolidate and subsequent dissolution of CHHS was approved by the written consents of the Board of Directors and by the written consents of the Members; and

NOW THEREFORE BE IT RESOLVED, that the CHHS board of directors has voted and approved this Plan, recommended this Plan be accepted by written consent of the members of CHHS (pursuant to Florida Statutes section 617.0701), which members subsequently approved such Plan and the dissolution of CHHS. Such Plan and articles of dissolution shall be filed with the Department of State. The Plan is as follows:

- 1) The Final Consolidation has been completed and the following this Plan and the articles of dissolution to be filed with the Department of State and the remaining assets of CHHS shall be distributed as follows:
  - a) All liabilities and obligations of CHHS shall be paid or discharged (in compliance with F.S. section 617.1406(3)(a));
  - b) Any asset held by CHHS upon a condition requiring return, transfer, or conveyance, with condition occurs by reason of the proposed dissolution shall be returned, transferred, or conveyed in accordance with such requirements (in compliance with F.S. section 617.1406(3)(b));
  - c) Assets received and held by CHHS subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred or conveyed to FHA, as a not for profit Florida corporation and an entity qualifying as an association under section 501(c)(6) of the Internal Revenue Code, (in compliance with the CHHS articles of incorporation and F.S. section 617.1406(3)(c) and pursuant to the Agreement to Consolidate);
  - d) Other assets, if any, shall be distributed to in accordance with the provisions of the

articles of incorporation or bylaws of CHHS to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provided for distribution to others (in compliance with F.S. section 617.1406(3)(d); and

- e) Any remaining assets shall be distributed at the discretion of the board of directors of CHHS to all of its members who are exempt entities pursuant to section 501(c)(3) of the Internal Revenue code or to FHA (in compliance with the CHHS articles of incorporation and F.S. section 617.1406(3)(e) and pursuant to the Agreement to Consolidate).

2) In accordance with the above Plan, the following distributions shall be made:

Section 1(a): Payment for remaining legal and accounting expenses have been made.

Section 1(b) None

Section 1(c) None

Section 1(d) None

Section 1(e) All remaining assets shall be distributed to the Florida Hospital Association which is an exempt entity under section 501(c)(6) of the Internal Revenue Code.

By my signature below, I, on this 22 day of May, 2003 hereby certify compliance with the requirements contained in Section 617.1406 (1) of the Florida Statutes as relates to the above Plan of Distribution.

  
Wayne Nesmith, President