

755898

Carson and Adkins

(Requestor's Name)

2958 Wellington Cir. North St200

(Address)

(Address)

Tallahassee, FL 32309

(City/State/Zip/Phone #)

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(Business Entity Name)

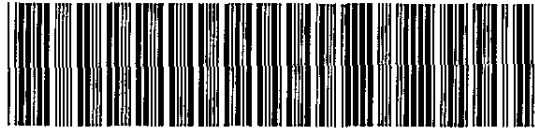
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Miss.

G. Coulliette MAR 07 2006

## ARTICLES OF DISSOLUTION

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

### Article I

The name of the corporation is Palm Beach County Optometric Society, Inc.

### Article II

The corporation has members entitled to vote on the resolution to dissolve. The date of the special meeting of members at which the resolution to dissolve was submitted to a vote of the members was September 21, 2005. The number of votes cast for dissolution was sufficient for approval.

### Article III

Pursuant to Section 617.1406, Florida Statutes, the resolution of the corporation's Board of Directors recommending a plan of distribution of assets was submitted to a vote of the members on September 21, 2005. The number of votes cast for the plan of distribution of assets was sufficient for approval.

### Article IV

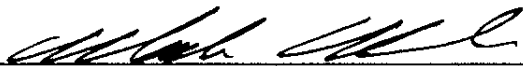
A copy of the plan of distribution of assets in compliance with Section 617.1406, Florida Statutes, approved by a vote of the members on September 21, 2005 is affixed to these articles as Attachment A.

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**Article V**

Pursuant to Section 617.0123, Florida Statutes, the effective date of the dissolution of the corporation shall be upon filing.

Executed this 21 day of March, 2006.

By:   
Mark T. Marciano, O.D.  
President  
Palm Beach County Optometric Society, Inc.

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## **ATTACHMENT A**

### **PLAN OF DISTRIBUTION OF ASSETS** **OF** **PALM BEACH COUNTY OPTOMETRIC SOCIETY, INC.**

The following plan of distribution of assets was recommended by a resolution of the Board of Directors, and approved by the membership, of the Palm Beach County Optometric Society, Inc.:

1. All liabilities and obligations of the corporation shall be paid and discharged prior to the effective date of the corporation's dissolution.

2. Any assets held by the corporation upon condition requiring return, transfer, or conveyance by reason of the corporation's dissolution, shall be returned, transferred, or conveyed in accordance with such requirements prior to the effective date of the corporation's dissolution.

3. Consistent with Article XIII of the corporation's articles of incorporation, all other remaining assets, if any, shall be distributed to the Palm Beach County Optometric Association, Inc., a Florida registered not for profit corporation.

4. Consistent with Article III of the corporation's articles of incorporation, no part of the corporation's assets shall be distributed to members of the corporation.


**AUTHENTICATION AND CERTIFICATE OF  
COMPLIANCE**

I, Mark T. Marciano, O.D., President of Palm Beach County Optometric Society, Inc., do hereby certify the following:

1. The foregoing plan of distribution of assets is a true and correct copy of the plan that was recommended by the Board of Directors and adopted by the membership of the corporation at its special meeting on September 21, 2005.

2. The foregoing plan of distribution was adopted in compliance with the requirements of subsection 617.1406 (1), Florida Statutes. The foregoing plan was recommended to the membership by a resolution adopted by the Board of Directors which directed that the plan be submitted to the membership at a special meeting on September 21, 2005. The membership was provided with written notice of the resolution and the recommended plan of distribution in correspondence from the undersigned, dated September 6, 2005, as required by the corporation's articles of incorporation and bylaws. The foregoing plan of distribution was adopted by a two-thirds vote of the membership appearing in person or by proxy, at the special meeting on September 21, 2005.

Executed this 1 day of March, 2006.

By: 

Mark T. Marciano, O.D.

President

Palm Beach County Optometric Society, Inc.