

756641

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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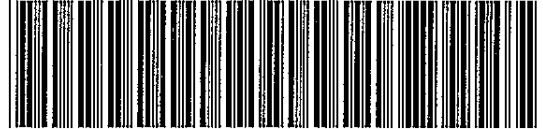
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06 FEB -9 PM 3:00
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TALLAHASSEE, FLORIDA

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**Board Certified Wills, Trusts,
and Estates Lawyer*

February 6, 2006

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bon Secours Venice Hospital Foundation
Document Number: 756641

Gentlemen:

Enclosed are the original and one (1) copy of Articles of Dissolution for the above-referenced corporation, together with a check for \$35.00 representing payment of the filing fee.

Please file the enclosed Articles of Dissolution and return a copy of same to us.

Your assistance and cooperation is greatly appreciated.

Very truly yours,



Debra Cristello, CLAS, CFLA
Certified Legal Assistant

/dlc

Enclosures

ARTICLES OF DISSOLUTION

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06 FEB -9 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
BON SECOURS VENICE HOSPITAL FOUNDATION, INC.
- SECOND: The document number of the corporation: **756641.**
- THIRD: The corporation has only one member. The name of the member is **BON SECOURS-VENICE HEALTHCARE CORPORATION.**
- FOURTH: The Board of Directors of the corporation duly adopted a resolution on January 24, 2005 approving the dissolution of the corporation subject to the approval of the sole member.
- FIFTH: The sole member adopted a resolution on December 20, 2005, which approved the dissolution of the corporation and authorized Wayne C. Hall, as liquidating Trustee, to sign and file Articles of Dissolution and a Plan of Distribution of Assets on behalf of the corporation.
- SIXTH: The dissolution shall be effective immediately upon filing these Articles of Dissolution.
- SEVENTH: The Board of Directors of the corporation and the sole member have duly approved the Plan of Distribution of Assets attached hereto as Exhibit "1".

BON SECOURS VENICE HOSPITAL
FOUNDATION, INC.

By: Wayne C. Hall
WAYNE C. HALL, Liquidating Trustee
2-6-06

EXHIBIT 1

PLAN OF DISTRIBUTION

BON SECOURS VENICE HOSPITAL FOUNDATION, INC.

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions be made therefor;
2. 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.
3. Assets received and held by the Corporation 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 according to their restrictions and the Articles of Incorporation; and
4. The Special Event and Donor Restricted funds in the amount of \$141,696 shall be distributed according to the plan applied by the Board of Directors.
5. The Concordia Endowment Fund (with a value of \$255,068 as of October 31, 2005) shall be distributed to the Gulf Coast Community Foundation of Venice to establish a permanent endowment fund in the name of the donors, Charles and Frances Concordia, to be used to make grants for health care purposes in the service area of the former Venice Hospital.
6. The real estate and medical office building located at 250-280 West Dearborn Street, Englewood, Florida, which has an appraised value of \$1,000,000, shall be deeded and transferred to Gulf Coast Strategic Investments, Inc. (a subsidiary of The Gulf Coast Community Foundation of Venice used to hold real estate) subject to the terms of the transfer approved by the Board of Directors of Bon Secours Venice Hospital Foundation, Inc. and Gulf Coast Community Foundation of Venice.
7. The remaining assets of the BSV Foundation, after payment of all liabilities, obligations and expenses of dissolution of BSV Foundation, shall be distributed to the Foundation for Manatee Community College to be added to the \$2,500,000 previously transferred for the permanent endowment for nursing and health care teaching staff at the Venice Campus of Manatee Community College as requested in the grant proposal from the Foundation for Manatee Community College submitted in October, 2005. It is anticipated the remaining assets will be approximately \$950,000.

8. Wayne C. Hall, as liquidating Trustee, shall keep an initial reserve fund in the amount of \$50,000 to cover the final expenses of distribution of the assets and the dissolution of Bon Secours Venice Foundation. At such time as the transfer of assets and dissolution are completed, including, but not limited to, final income tax returns and any final accountings or audits, then the balance of the reserve shall be distributed to the Foundation for Manatee Community College to be added to the endowment fund as described in Section 7 above.

CERTIFICATE OF COMPLIANCE

WAYNE C. HALL, as duly appointed liquidating Trustee, hereby certifies that the foregoing Plan of Distribution of Assets complies with the requirements of Florida Statutes 617.1406.

BON SECOURS VENICE HOSPITAL
FOUNDATION, INC.

By: Wayne C. Hall
WAYNE C. HALL, Liquidating Trustee