

# L03000038257

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To: Division of Corporations  
Fax Number : (350) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000050023  
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**LLC DISSOLUTION OR WITHDRAWAL  
PHYTRUST OF SOUTH CAROLINA, LLC**

Certificate of Status	0
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**FILED**  
18 JUL 25 AM 3:36  
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K. SALY  
JUL 26 2018

**ARTICLES OF DISSOLUTION  
FOR  
A LIMITED LIABILITY COMPANY**

**FILED**  
**18 JUL 25 AM 3:32**  
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**TALLAHASSEE, FLORIDA**

1. The name of a limited liability company is  
PhyTrust of South Carolina, LLC
2. The Articles of Organization were filed on October 7, 2003 and assigned  
document number L03000038257
3. The delayed effective date the dissolution if not effective on the date of filing: \_\_\_\_\_  
(effective date cannot be prior to or more than 90 days later than date document is received for filing)  
**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.
4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section  
605.0707, Florida Statutes, (copy 605.0707 on back cover letter).  
The sole member of the Company consented to the dissolution pursuant to that certain Written Consent  
attached hereto. See attached for Written Consent of the Sole Member of the Company, including the Company's  
Plan of Dissolution.
5. If there are no members, enter the name and address of the person appointed to wind up the company's  
activities and affairs: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
6. Signature of an authorized person or if there are no members, the signature of the person appointed and  
listed above to wind up the company's activities and affairs:

  
Signature

Tricia Dinkelman, Vice President, Tax  
Printed Name

**FILING FEE: \$25.00**

**WRITTEN CONSENT  
OF  
THE SOLE MEMBER  
OF  
PHYTRUST OF SOUTH CAROLINA, LLC**

THE UNDERSIGNED, constituting the sole Member of PhyTrust of South Carolina, LLC, a Florida limited liability company (the "Company"), acting herein by written consent in accordance with the Florida Revised Limited Liability Company Act (the "Act"), hereby waives notice of any meeting and consents in writing that the following Resolutions be adopted and directs that this consent be filed with the official documents of the Company, to have the same force and effect as a vote of the Member at a meeting duly held this 5<sup>th</sup> day of July, 2018:

**Dissolution and Plan of Liquidation**

**WHEREAS**, the Member believes it to be in the best interests of the Company and advisable to authorize the Company to voluntarily dissolve (the "Dissolution"); and

**WHEREAS**, in connection with the Dissolution, the Member deems it advisable and in the best interests of the Company to authorize any manager or officer of the Company, including but not limited to Tricia Dinkelman, Vice President, Tax (each such person, an "Authorized Person"), to carry out the liquidation and winding up of the Company;

**NOW, THEREFORE, BE IT RESOLVED**, that the Dissolution be, and hereby is, authorized and approved by the Member;

**FURTHER RESOLVED**, that the Plan of Liquidation (as defined below) be, and it hereby is, authorized and approved by the Member;

**FURTHER RESOLVED**, that each Authorized Person is hereby authorized and directed to carry out the liquidation and winding up of the Company, and to take any further actions in order to consummate the Dissolution. Specifically, each Authorized Person shall have the right and power to:

- (a) wind up the affairs of the Company and file any and all documents with the Florida Department of State required for disclosing such dissolution of the Company;
- (b) pay and provide for the payment of all debts and liabilities of the Company and all expenses of winding up and, subject to the right of the Company, to set up such reserves as it may deem necessary for any contingent or unforeseen liabilities or obligations of the Company;
- (c) distribute the proceeds of the liquidation and any other remaining assets of the Company to the Member of the Company in accordance with the Company's operating agreement; and

- (d) execute and file with the Florida Department of State Articles of Dissolution for the Company as well as any and all other documents required to effectuate and carry out the dissolution and termination of the Company,

(collectively, the "Plan of Liquidation");

**FURTHER RESOLVED**, that each Authorized Person be, and hereby is, authorized and directed in the name and on behalf of the Company to execute and deliver and file any and all certificates, agreements and other documents, to take any and all steps, and do any and all things which such Authorized Person may determine necessary or appropriate in order to effectuate the purposes of each and all of the foregoing resolutions; the execution, delivery or filing by an Authorized Person of any of such certificates, agreements, or other documents, the taking by an Authorized Person of any such step, or the doing by an Authorized Person of any act in connection with the foregoing matters shall conclusively establish such Authorized Person's determination of such necessity or appropriateness and shall conclusively establish such Authorized Person's authority therefor from the Company and the approval and ratification of the Member of the terms and conditions of the certificates, agreements or other documents so executed and the action so taken;

**FURTHER RESOLVED**, that all actions of the Member, manager, officers and agents of the Company heretofore taken in connection with the foregoing resolutions be, and hereby are, ratified, approved and confirmed;

**FURTHER RESOLVED**, that this instrument may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument; and

**FURTHER RESOLVED**, any signature that is executed by facsimile, portable document format or photocopy shall be deemed to be an original signature.

*[Remainder of this page intentionally left blank. Signature page follows.]*

**IN WITNESS WHEREOF**, the undersigned, constituting the sole Member of the Company, has entered into this Written Consent to be effective as of the 5<sup>th</sup> day July, 2018.

**MEMBER**

**ABSOLUTE TOTAL CARE, INC.**

  
\_\_\_\_\_  
Tricia Dinkelman, Vice President, Tax

*Being the sole Member of the Company.*