

**N00538**

**GARDNER, CARTON & DOUGLAS**

321 NORTH CLARK STREET

SUITE 3400

WRITER'S DIRECT DIAL NUMBER

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 AUG -2 AM 9:43  
WASHINGTON, D.C.

July 31, 2001

**Via Courier Delivery**

000004512950--9  
-08/02/01--01059--015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Department of State

**Re: Corporate Dissolution**

To Whom It May Concern:

Please find enclosed Articles of Dissolution for Good Samaritan Health Systems, Inc., a Florida not for profit corporation, FEI No. 59-2390234. A check in the amount \$43.75 is enclosed to cover the filing fee and a certified copy of the dissolution.

Please return the certified copy to my attention at:

Colleen M. Roberts  
Gardner, Carton & Douglas  
321 N. Clark St., Suite 3400  
Chicago, IL 60610

If you have any questions regarding this matter, please do not hesitate to contact me at (312) 245-8534.

Sincerely,



Colleen M. Roberts

Enclosures  
CMR/GCD

CH02/22139717.1

*Uo/di.s.*

V SHEPARD AUG 9 2001

**ARTICLES OF DISSOLUTION  
OF  
GOOD SAMARITAN HEALTH SYSTEMS, INC.  
a Florida Not for Profit Corporation**

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ARTICLE I, NAME

The name of this Corporation is **GOOD SAMARITAN HEALTH SYSTEMS, INC.**

ARTICLE II, DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on June 28, 2001.

ARTICLE III, APPROVAL

The Corporation has no members or members with voting rights. The Corporation is governed by its Board of Directors. Dissolution was approved by all of the members of the Board of Directors of this Corporation and, therefore, the number cast for approval was unanimous and therefore sufficient within the meaning of Section 617.1403(1)(c), Florida Statutes.

ARTICLE IV, RESOLUTION OF THE BOARD OF DIRECTORS

A copy of the resolution of the Board of Directors of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Directors is attached hereto.

Signed this 31<sup>st</sup> day of July, 2001.

GOOD SAMARITAN HEALTH SYSTEMS, INC.

By:   
Marvin H. Schur, Chairman

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
GOOD SAMARITAN HEALTH SYSTEMS, INC.**

WHEREAS, the Directors of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated; and

WHEREAS, the Corporation has no members or members with voting rights.

THEREFORE, BE IT

RESOLVED, that the by unanimous vote of the members of the Board of Directors, the Corporation be completely liquidated and dissolved; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 617.1402 and 617.1403, Florida Statutes.

FURTHER RESOLVED, that the Directors and Chairman of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

1. GOOD SAMARITAN HEALTH SYSTEMS, INC, a Florida not for profit corporation (hereinafter referred to as the "Corporation"), will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 617.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on August 1, 2001, the effective date of the complete liquidation and dissolution of the Corporation.

2. The Directors and Chairman of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The Directors and Chairman of the Corporation are authorized to distribute all of the assets of the Corporation equally, whether in cash or in kind, in complete liquidation, retaining such assets as are necessary to meet claims or liabilities of the Corporation, to the following organizations that qualify as organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and the applicable rules and regulations thereunder, to be used only for charitable, religious, eleemosynary, benevolent, educational, or other purposes which are substantially similar to those of the dissolving corporation. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

- (a) Alzheimer's Community Care Association  
West Palm Beach, Florida
- (b) Migrant Association of South Florida, Inc.  
Caridad Health Clinic  
West Palm Beach, Florida
- (c) Planned Parenthood of the Palm Beach & Treasure Coast Area, Inc.  
West Palm Beach, Florida
- (d) Healthy Mothers/Healthy Babies Coalition of Palm Beach County,  
Inc.  
Boynton Beach, Florida
- (e) Hospice of Palm Beach County  
West Palm Beach, Florida

- (f) Susan G. Komen Breast Cancer Foundation  
West Palm Beach, Florida
- (g) The Leukemia & Lymphoma Society  
West Palm Beach, Florida
- (h) Sickie Cell Foundation of Palm Beach County, Inc.  
West Palm Beach, Florida
- (i) South Florida Blood Banks  
West Palm Beach, Florida

4. The Directors and Chairman of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

5. The Directors and Chairman of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

Approved and adopted this 28th day of June, 2001.