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TALLAHASSEE, FLORIDA

diss
C.COULLIETTE

JUL 07 2009

EXAMINER

Vivian Arenas-Battles
Michael R. Bray
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Jeremy S. Clark
Edward P. de la Parte, Jr.

■ ■ ■
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ATTORNEYS AT LAW

Amy C. Duffey
Richard A. Gilbert
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Patrick J. McNamara
Nicolas Q. Porter
Kristin A. Yerkes
Louis A. de la Parte, Jr.
Founder (1929-2008)

June 29, 2009

Via Federal Express Airbill No. 7967 3386 7042

Secretary of State
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Dissolution – N03000003027
Johnnie B. Byrd, Sr., Alzheimer's Center and Research Institute, Inc.

Dear Sir:

I enclose for filing the original Articles of Dissolution of Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc. (the "Corporation"), along with the Plan for Distribution of Assets, dated June 23, 2009. I also enclose de la Parte & Gilbert, P.A.'s Check No. 10895 in the amount of \$43.75 as payment for the filing fee and certificate of status.

Thank you in advance for your time and assistance. Please do not hesitate to call us if you have any questions regarding the above or the enclosed.

Sincerely,

de la PARTE & GILBERT, P.A.

Linda Sanchez, for
Paralegal

Patrick J. McNamara
(signed in his absence to avoid delay)

PJM/lcs
Enclosures
201692

JOHNNIE B. BYRD, SR. ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC.

ARTICLES OF DISSOLUTION

The Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc., a Florida not-for-profit corporation, executes the following Articles of Dissolution pursuant to Section 617.1403, Florida Statutes:

- FIRST:** The name of the corporation is Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc. (the "Corporation").
- SECOND:** The Corporation's Articles of Incorporation were filed April 7, 2003, and amendments were filed on May 7, 2004, and November 26, 2008.
- THIRD:** The members of the Corporation are the Board of Directors, who are the sole voting members of the Corporation. The Corporation has fifteen (15) Directors entitled to vote on dissolution. The Board of Directors approved these Articles of Dissolution and the Plan for Distribution of Assets by resolution at a meeting of its Board of Directors held on June 23, 2009. The number of votes cast by the Board of Directors in favor of the dissolution was sufficient for approval.
- FOURTH:** The Corporation has paid, discharged, or made adequate provisions for all liabilities and obligations of the Corporation.
- FIFTH:** The Board of Directors of the Corporation authorizes the Chief Executive Officer to execute any documents or contracts and to take any actions necessary to effectuate this Plan of Distribution of Assets.
- SIXTH:** The date of adoption of the resolution by the Board of Directors ("Directors") to dissolve the Corporation was June 23, 2009. The number of Directors in office at the time of the vote was fifteen (15) and the vote in favor of the resolution was sufficient for approval.
- SEVENTH:** The effective date of these Articles of Dissolution shall be July 1, 2009.

Adopted this 23rd day of June, 2009.

Johnnie B. Byrd, Sr. Alzheimer's Center and
Research Institute, Inc.

By:

Terri Jo Roach, Secretary

FILED
09 JUN 30 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHNNIE B. BYRD, SR. ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC.

PLAN FOR DISTRIBUTION OF ASSETS

Pursuant to Section 617.1406, Florida Statutes, the Board of Directors ("Directors") of the Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc. ("Corporation"), a not-for-profit Florida corporation, adopted a resolution approving the following Plan of Distribution of Assets:

1. All liabilities and obligations of the Corporation are to be paid and discharged, or adequate provisions be made therefor before the distribution of any Corporation assets.
2. All assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, are to be returned, transferred, or conveyed in accordance with such requirements.
3. All 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 dissolution, are to be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.
4. The Directors of the Corporation authorizes the Chief Executive Officer to take all actions and execute all documents necessary to effectuate this Plan of Distribution of Assets.
5. The Directors of the Corporation shall transfer all remaining unexpended balances, records, functions, facilities, and assets of the Corporation to the University of South Florida pursuant to Section 1004.445, Florida Statutes (2009). The Chief Executive Officer of the Corporation is authorized to satisfy any outstanding obligations of the Corporation from the funds transferred from the Corporation to USF.

I hereby certify that the above Plan of Distribution of Assets of Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc. has adopted in compliance with Section 617.1406, Florida Statutes.

Adopted this 23rd day of June, 2009.

Johnnie B. Byrd, Sr. Alzheimer's Center
and Research Institute, Inc.

By:


Terri Jo Roach, Secretary