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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVINO, HODART
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

FILED
11 JAN 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISSOLUTION OR WITHDRAWAL
ORLANDO HEART CENTER FOUNDATION, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$43.75 |

JDC 026844/046830

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DEAN MEAD, EGERTON, BLOODWORTH, CAPOVINO, HODART
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

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:
Orlando Heart Center Foundation, Inc.

SECOND: The document number of the corporation (if known): H04000137415

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of the meeting of members at which the resolution to dissolve was adopted

_____. The number of votes cast by the members was sufficient for approval.

☒ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members entitled to vote on the dissolution:

The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was _____.

The number of directors in office was _____ and the vote for resolution was

_____ for and _____ against. (must be a majority vote)

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FOURTH: Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

Signature Ronald R. Domescek, M.D.
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Ronald R. Domescek, M.D.
(Typed or printed name of the person signing)

President
(Title of person signing)

FILING FEE: \$35

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 617.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Orlando Heart Center Foundation, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Name of Claimant:

Address of Claimant:

Amount of Claim:

Nature of Claim:

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

c/o Orlando Heart Center

60 West Gore Street

Orlando, FL 32806

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Printed Name of the Person Filing

Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**OFFICER'S CERTIFICATE OF COMPLIANCE
OF
ORLANDO HEART CENTER FOUNDATION, INC.**

Pursuant to Section 617.1406(4) of the Florida Statutes, the undersigned President of ORLANDO HEART CENTER FOUNDATION, INC., a Florida corporation (hereinafter referred to as the "**Corporation**"), hereby certifies as follows:

1. The Plan of Distribution of Assets (the "**Plan**") of the Corporation, attached as Exhibit A, was adopted by the Board of Directors of the Corporation, recommending the Plan and directing its submission to a vote of the members of the Corporation entitled to vote thereon.
2. The Plan was adopted by a majority of the members of the Corporation entitled to vote.



Ronald R. Domescek, M.D., President of Orlando
Heart Center Foundation, Inc.

EXHIBIT A
PLAN OF DISTRIBUTION OF ASSETS
OF
ORLANDO HEART CENTER FOUNDATION, INC.

3. As soon as possible following the adoption of a resolution to dissolve, Orlando Heart Center Foundation, Inc. (the "**Corporation**") by the affirmative vote of a majority of the members of the Corporation, the Corporation will, in accordance with this Plan of Distribution of Assets (the "**Plan**"), cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known liabilities and obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims of creditors. All known liabilities have already been satisfied.

4. This Plan shall be adopted and shall become effective, subject to the conditions provided in this Plan, upon the approval and adoption of the Plan by the affirmative vote of a majority of the members of the Corporation. The directors, and such officers as are authorized by the members, of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time as they may deem appropriate.

5. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements.

6. All other assets held by the Corporation shall be distributed in accordance with the Articles of Incorporation and Bylaws to Orlando Health Foundation, Inc., a Florida non profit corporation that is a Section 501(c)(3) public charity (with such status since 1983), exclusively for charitable purposes. More specifically, the assets of the Corporation shall be transferred to Orlando Health Foundation, Inc. upon the condition that the scholarship program of the Corporation be continued.

7. The directors, and such officers as are authorized by the directors, of the Corporation are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and information and income tax returns and the information required by the applicable Regulations of the Commissioner of the Internal Revenue Service.

8. The directors, and such officers as are authorized by the directors, of the Corporation are authorized, empowered and directed to do any and all other things necessary in its name and on its behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.