

# N07123

CT CORPORATION SYSTEM

CORPORATION(S) NAME

HIP Florida Holdings, Inc.

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FILED  
2001 JUN -7 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECORDED  
01 JUN -7 AM 11:16  
DIVISION OF CORPORATION

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment                         | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Reinstatement                     | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report                     | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration                 | <input type="checkbox"/> UCC                |
|  | <input type="checkbox"/> Fictitious Name                   | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies                       |   |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem                   | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait                         | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |  |   |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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*cjc*

Order#: 4531340

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Ref#: \*\*\*\*\*35.00 \*\*\*\*\*35.00

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

G. COULLIETTE JUN 07 2001

## 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 is HIP Florida Holdings, Inc.

SECOND: Adoption of dissolution  
(Complete Section I or II)

### SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was  
5 / 29 / 01

(CHECK ONE)

- ☐ The number of votes cast for dissolution was sufficient for approval.
- ☒ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

### SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was \_\_\_\_\_

The number of directors in office was \_\_\_\_\_ and the vote for the resolution  
was \_\_\_\_\_ for and \_\_\_\_\_ against.

Signed this 29 day of May, 2001

Signature   
(By the Chairman or Vice Chairman of the Board, President or other officer)

MICHAEL D. FULLWOOD

Typed or printed name

VICE PRESIDENT, CFO, GEN. COUNSEL  
Title AND SECRETARY

FILED  
2001 JUN -7 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
HIP FLORIDA HOLDINGS, INC.  
IN LIEU OF  
MEETING OF DIRECTORS

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Pursuant to Section 617.1402 of the  
Florida Not For Profit Corporation Act

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The undersigned, being all of the Directors of HIP Florida Holdings, Inc., a Florida not for profit corporation (the "Corporation"), hereby waive any notice of, and dispense with the holding of, a meeting of the Board of Directors and hereby adopt the following resolutions:

**RESOLVED**, that the Board of Directors of the Corporation deems it advisable that the Corporation be dissolved and that all its corporate rights, franchises and privileges of whatsoever kind or nature which it may have acquired, be surrendered and canceled in accordance with the laws of the State of Florida; and further

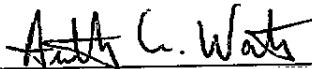
**RESOLVED**, that the Board of Directors of the Corporation recommends a Plan of Dissolution and Distribution of Assets in the form attached hereto as Exhibit A and directs its submission to Health Insurance Plan of Greater New York, the sole member of the Corporation, for its consent and approval; and further


**RESOLVED**, that the appropriate officers shall be authorized and directed to file the necessary Articles of Dissolution with the Florida Department of State, Division of Corporations to effect such dissolution and to take all other actions in connection with the dissolution of the Corporation as such officers shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions; and further

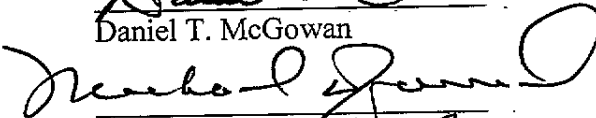
**RESOLVED**, that all actions heretofore taken by any officer of the Corporation in connection with the liquidation and dissolution of the Corporation are hereby ratified, confirmed and approved in all respects; and further

**RESOLVED**, that the Board of Directors shall submit the foregoing to Health Insurance Plan of Greater New York for its consent to and approval of the dissolution of the Corporation.

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written Consent, dated as of the 29 day of May, 2001.

  
\_\_\_\_\_  
Anthony L. Watson

  
\_\_\_\_\_  
Daniel T. McGowan

  
\_\_\_\_\_  
Michael D. Fullwood

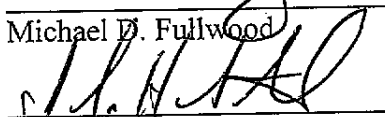
  
\_\_\_\_\_  
John H. Steber

EXHIBIT A

PLAN OF DISSOLUTION  
AND  
DISTRIBUTION OF ASSETS  
OF

HIP FLORIDA HOLDINGS, INC.

IT IS HEREBY RESOLVED that the Corporation be dissolved, that Articles of Dissolution be filed with the Department of State pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act ("NPCA") and that the dissolution of the Corporation and the distribution of its assets be effected in accordance with the following plan:

- a. All outstanding debts owing to the Corporation shall be collected as expeditiously as possible.
- b. Cash held by the Corporation shall be used to satisfy all liabilities. If the cash owned by the Corporation is insufficient to satisfy such liabilities, a portion of the Corporation's other assets shall be liquidated and the proceeds applied to satisfy its liabilities.
- c. All liabilities of the Corporation shall be paid according to the following priorities:
  - 1. Tax claims and other claims of the State of Florida and the United States.
  - 2. Valid prior liens and encumbrances.
  - 3. Laborer's wages due and owing.
  - 4. Creditor's claims which have been recognized and acknowledged as valid (disputed claims shall be submitted to the Supreme Court for determination pursuant to applicable law).
- d. All assets of the Corporation remaining after payment of the liabilities of the Corporation, if any, shall be distributed to Health Insurance Plan of Greater New York, the sole member of the Corporation, which has purposes

substantially similar to the purposes of the Corporation and is an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

- e. Articles of Dissolution shall be executed and filed after distribution of the Corporation's assets and all approvals required under Section 617.1403 of the NPCA have been obtained.

WRITTEN CONSENT  
OF THE  
SOLE MEMBER  
OF  
HIP FLORIDA HOLDINGS, INC.

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Pursuant to Section 617.1402 of the  
Florida Not For Profit Corporation Act

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The undersigned, being the sole member of HIP Florida Holdings, Inc., a Florida not for profit corporation (the "Corporation"), hereby adopts the following resolutions:

**RESOLVED**, that the undersigned deems it advisable that the Corporation be dissolved and that all its corporate rights, franchises and privileges of whatsoever kind or nature which it may have acquired, be surrendered and canceled in accordance with the laws of the State of Florida; and further

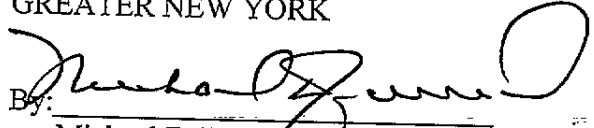
**RESOLVED**, that the Company hereby adopts a Plan of Dissolution and Distribution of Assets in the form attached hereto as Exhibit A.

**RESOLVED**, that the appropriate officers shall be authorized and directed to file the necessary articles of dissolution with the Florida Department of State, Division of Corporations to effect such dissolution and to take all other actions in connection with the dissolution of the Corporation as such officers shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions; and further

**RESOLVED**, that all actions heretofore taken by any officer of the Corporation in connection with the liquidation and dissolution of the Corporation are hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Consent, dated  
as of the 29 day of May, 2001.

HEALTH INSURANCE PLAN OF  
GREATER NEW YORK

By: 

Michael Fullwood, Esq.  
Executive Vice President,  
Chief Financial Officer,  
General Counsel

EXHIBIT A

PLAN OF DISSOLUTION  
AND  
DISTRIBUTION OF ASSETS  
OF

HIP FLORIDA HOLDINGS, INC.

WHEREAS, in the judgment of the Board of Directors it is deemed advisable that HIP Florida Holdings, Inc. (the "Corporation") should be dissolved and its assets be distributed in accordance with this Plan of Dissolution and Distribution of Assets,

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Corporation be dissolved, that Articles of Dissolution be filed with the Department of State pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act ("NPCA") and that the dissolution of the Corporation and the distribution of its assets be effected in accordance with the following plan:

- a. All outstanding debts owing to the Corporation shall be collected as expeditiously as possible.
- b. Cash held by the Corporation shall be used to satisfy all liabilities. If the cash owned by the Corporation is insufficient to satisfy such liabilities, a portion of the Corporation's other assets shall be liquidated and the proceeds applied to satisfy its liabilities.
- c. All liabilities of the Corporation shall be paid according to the following priorities:
  1. Tax claims and other claims of the State of Florida and the United States.
  2. Valid prior liens and encumbrances.
  3. Laborer's wages due and owing.
  4. Creditor's claims which have been recognized and acknowledged as valid (disputed claims shall be submitted to the Supreme Court for determination pursuant to applicable law).

- d. All assets of the Corporation remaining after payment of the liabilities of the Corporation, if any, shall be distributed to Health Insurance Plan of Greater New York, the sole member of the Corporation, which has purposes substantially similar to the purposes of the Corporation and is an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- e. Articles of Dissolution shall be executed and filed after distribution of the Corporation's assets and all approvals required under Section 617.1403 of the NPCA have been obtained.
- f. The Board of Directors shall submit the foregoing to Health Insurance Plan of Greater New York, the sole member of the Corporation, for its consent and approval.