

N10619

Cooper, Coppins & Monroe
Requestor's Name

Address

City/State/Zip

422-2420
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ **300002457403--7**
(Corporation Name) (Document #) **-03/16/98--01001--023**
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(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
98 MAR 13 PM 4:31

| NEW FILINGS | |
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| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
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| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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File with
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DIVISION OF CORPORATION

**ARTICLES OF DISSOLUTION
OF
TALLAHASSEE PHYSICIANS ASSOCIATION, INC.**

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Tallahassee Physicians Association, Inc., a Florida corporation not for profit, executes the following Articles of Dissolution pursuant to Section 617.1403 of the Florida Not-for-Profit Corporation Act:

ARTICLE I

NAME OF CORPORATION: The name of the corporation being dissolved is TALLAHASSEE PHYSICIANS ASSOCIATION, INC.

ARTICLE II

BOARD OF DIRECTORS APPROVAL: Pursuant to Section 617.1402(2), the Board of Directors of this corporation, by unanimous consent, recommended the dissolution of the corporation. The Directors acted without a meeting, pursuant to Section 617.0821, Florida Statutes, on December 19, 1997.

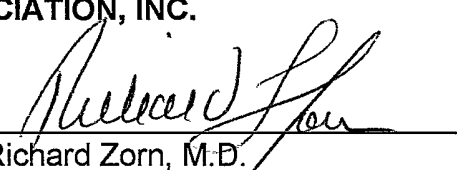
ARTICLE III

EFFECTIVE DATE: The dissolution of Tallahassee Physicians Association, Inc. shall be effective on December 31, 1997.

EXECUTED: December 19, 1997.

**TALLAHASSEE PHYSICIANS
ASSOCIATION, INC.**

By _____


Richard Zorn, M.D.
Member, Board of Directors
President

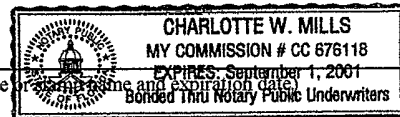
. STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 19th day of December, 1997, by Richard Zorn, Member, Board of Directors of Tallahassee Physicians Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation.

Charlotte W. Mills

Notary Public



(Print, type or stamp name and expiration date)

Commission No. _____

**TALLAHASSEE PHYSICIANS ASSOCIATION, INC.
BOARD OF DIRECTORS WRITTEN CONSENT TO ACTION**

Pursuant to Florida Statutes Section 617.0821, and Article II, Section 12 of the Corporate By-Laws, the undersigned, being all of the members of the Board of Directors of TALLAHASSEE PHYSICIANS ASSOCIATION, INC., hereby consent to and approve the following actions:

1. In October of 1996, the members of this corporation, at a regular meeting, were presented with a resolution adopted by the Board of Directors, which read as follows:

"The Tallahassee Physicians Association, Inc. shall conclude its business in an orderly fashion upon the expiration of the HealthPlan Southeast contract. Once all business is concluded, the Association shall discontinue operations."

2. The above resolution was submitted to the membership for a written vote. Of the total vote cast, 167 members voted in favor of the resolution, and 7 members voted against the resolution.


3. Upon consideration of the membership's vote on the resolution, the Board of Directors is of the opinion that the best interests of the corporation and its members are served by the orderly wind-down of corporate affairs, and the preparation and filing of formal Articles of Dissolution of the corporation. Accordingly, pursuant to Section 617.1402, Florida Statutes, the Board of Directors consents to the wind-up of the corporation's business affairs, and the preparation and filing of formal Articles of Dissolution with the Florida Department of State, Division of Corporations.

4. The Board of Directors adopts and approves the Articles of Dissolution and Plan of Distribution of Assets, attached hereto as Exhibits "A" and "B".

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of Tallahassee Physicians Association, Inc. have executed this written consent to action on December 19, 1997.



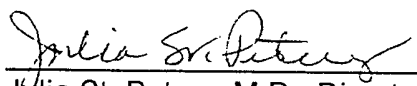
W. Comer Cherry, M.D., Director



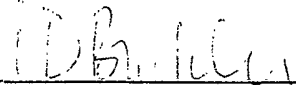
Rick Damron, M.D., Director



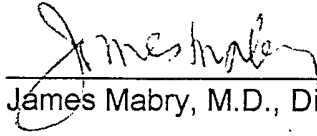
Thomas Hicks, M.D., Director



Julia St. Petery, M.D., Director



A. D. Brickler, M.D., Director



James Mabry, M.D., Director



Mark Vogelhut, M.D., Director



Richard Zorn, M.D., Director