

**N120000008620**

Florida Department of State  
Division of Corporations  
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**DISSOLUTION OR WITHDRAWAL  
SPECIALTY PHARMACY CERTIFICATION BOARD, INC.**

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Specialty Pharmacy Certification Board, Inc.

**DOCUMENT NUMBER:** N12000008620

The enclosed Articles of Dissolution and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert Fulcher

(Name of Contact Person)

National Association of Specialty Pharmacy

(Firm/Company)

1800 Diagonal Road, Suite 600

(Address)

Alexandria, VA 22314

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Fulcher

at 703

842-0121

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee    ☒ \$43.75 Filing Fee & Certificate of Status    ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)    ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed).

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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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:  
Specialty Pharmacy Certification Board, Inc.

SECOND: The document number of the corporation (if known): N12000008620

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 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 June 6, 2016

The number of directors in office was 12 and the vote for resolution was 12 for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: June 22, 2016

(no more than 90 days after dissolution file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signature: [Signature]

(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)

Gary Rice

(Typed or printed name of person signing)

President, Specialty Pharmacy Certification Board, Inc.

(Title of person signing)

Filing Fee: \$35

**SPECIALTY PHARMACY CERTIFICATION BOARD, INC.**  
**PLAN OF DISTRIBUTION**

**THIS PLAN OF DISTRIBUTION** (this "Plan") is made as of the ~~26th~~ day of ~~June~~, 2016 by the Specialty Pharmacy Certification Board, Inc., a Florida not-for-profit corporation, tax-exempt under Section 501(c)(6) of the Internal Revenue Code ("SPCB").

**WHEREAS**, the SPCB Board of Directors has determined that it is in the best interest of the corporation to dissolve, satisfy its liabilities, and distribute its remaining assets to the National Association of Specialty Pharmacy, Inc., a Florida not-for-profit corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code ("NASP"); and

**WHEREAS**, SPCB desires to set forth in this Plan the procedure for applying and distributing its assets in the process of dissolution of SPCB;

**NOW, THEREFORE**, in the process of dissolution of SPCB, the assets shall be applied and distributed as follows:

1. Prior to the distribution, conveyance or transfer of any portion of the assets of SPCB to NASP:
  - a. All liabilities and obligations, including all contingent, conditional or unmatured contractual liabilities known to the corporation, shall be paid, satisfied, and discharged in full, or adequate provision shall be made thereof;
  - b. Any assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and
  - c. Any assets received and held by the corporation subject to limitations permitting their use only for charitable, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more organizations engaged in charitable, educational, or other similar activities substantially similar to those of the dissolving corporation.
2. After the satisfaction of all liabilities and obligations per the above, all remaining assets of SPCB shall be transferred to NASP.
3. The satisfaction of liabilities and distribution of assets shall be in accordance with the SPCB Articles of Incorporation and Bylaws, as well as applicable law.

6/23/2016 11:49:41 AM From: To: 8506176380( 5/5 )

SPECIALTY PHARMACY CERTIFICATION BOARD, INC.

By: *Gary Rice*

Name: Gary Rice

Title: SPCB President