

N 19863

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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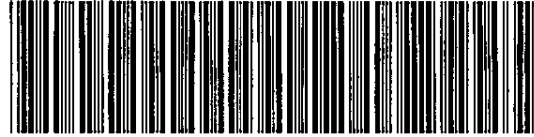
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Vold.  
w/Notice

02-24-15

DC

LAW OFFICE OF  
CLARK A. STILLWELL, LLC  
ATTORNEY AT LAW

BANK OF INVERNESS BUILDING  
320 U.S. HIGHWAY 41 SOUTH  
INVERNESS, FLORIDA 34450

TELEPHONE: (352) 726-6767  
FAX: (352) 726-8283  
caslaw@tampabay.rr.com

MAILING ADDRESS:  
POST OFFICE BOX 250  
INVERNESS, FL 34451-0250

February 18, 2015

Office of Secretary of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Foundation Resolution Corporation – Articles of Dissolution and  
Plan of Dissolution

Ladies and Gentlemen:

For filing, please find enclosed (1) Articles of Dissolution (2) Plan of  
Dissolution (3) appropriate State forms, and (4) my firm check for \$35.00 payable to  
Florida Department of State to cover cost of filing per online fee schedule. Please review  
and if satisfactory, please file. Thank you.

Very truly yours,

LAW OFFICE of CLARK A. STILLWELL, LLC

  
Clark A. Stillwell

CAS/cb  
Enclosure

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Articles and Plan of Dissolution

**DOCUMENT NUMBER:** N19863

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

Please return all correspondence concerning this matter to the following:

Clark A. Stillwell

(Name of Contact Person)

Clark A. Stillwell, Esquire

(Firm/Company)

P.O. Box 250

(Address)

Inverness, Florida 34451-0250

(City/State and Zip Code)

For further information concerning this matter, please call:

Clark A. Stillwell

(Name of Contact Person)

at ( 352 )

(Area Code)

726-6767

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |   |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(Additional copy is<br>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

## 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:  
**Foundation Resolution Corporation**

SECOND: The document number of the corporation (if known): **N19863**

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

**January 30, 2014**. 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)

FOURTH Effective date of dissolution, if applicable: **on filing**  
(no more than 90 days after dissolution file date)

Signature:

*Clark A. Stillwell*  
(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)

**Clark A. Stillwell**

(Typed or printed name of person signing)

**General Counsel**

(Title of person signing)

**Filing Fee: \$35**

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TALLAHASSEE, FLORIDA

### ***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: Foundation Resolution Corporation

*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 and address of claimant, type of debt or claim, amount due on  
said debt or claim and copies of any written documents supporting  
the claim or debt.

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

Foundation Resolution Corporation

502 West Highland Boulevard

Inverness, Florida 34452

*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.*

Clark A. Stillwell

*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***

**PLAN OF DISTRIBUTION OF THE ASSETS OF  
FOUNDATION RESOLUTION CORPORATION F/K/A  
CITRUS MEMORIAL HEALTH FOUNDATION, INC.**

The following plan (this "Plan") provides for the distribution of the assets of Foundation Resolution Corporation F/K/A Citrus Memorial Health Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), pursuant to Section 617.1406, Florida Statutes:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;
2. 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;
3. 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 the dissolution of the Corporation, shall 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. Other assets, if any, shall be distributed in accordance with the provisions of the Corporation's articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and
5. Any remaining assets shall be distributed as set forth in a Global Allocation and Contribution Agreement, entered into as of the 31 day of October 2014 by and between the Corporation and Citrus County Hospital Board, an independent special district of the State of Florida incorporated in Citrus County, Florida.

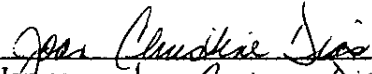
[Authentication and Certificate of Compliance Follows]

### **AUTHENTICATION AND CERTIFICATE OF COMPLIANCE**

The undersigned, as Secretary of Foundation Resolution Corporation F/K/A Citrus Memorial Health Foundation, Inc., a Florida not-for-profit corporation (the "Corporation") hereby states:

- A. The Corporation has a sole member which is entitled to vote on the foregoing Plan of Distribution of Assets (the "Plan").
- B. The board of directors of the Corporation adopted a resolution recommending the Plan and directing its submission to a vote at a meeting of the sole member.
- C. Written notice setting forth the Plan was given to the sole member in accordance with the Corporation's articles of incorporation and bylaws who approved same.
- D. The Plan was adopted upon receiving the vote of the sole member.

Dated this 13 day of February, 2015.

  
Name: JOAN CHRISTINE ERAS  
Title: Secretary of Foundation Resolution  
Corporation F/K/A Citrus Memorial Health  
Foundation, Inc.