

Oct-01-02 03:56pm

From-RUDEN MCCLOSKEY FTL

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DISSOLUTION

HOME CARE DISSOLUTION, INC.

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**ARTICLES OF DISSOLUTION
OF
HOME CARE DISSOLUTION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1403 of the Florida Not For Profit Corporation Act, HOME CARE DISSOLUTION, INC. (Document Number N20534), (the "Corporation") a Florida not for profit corporation organized and existing under the laws of the State of Florida, adopts the following Articles of Dissolution for the purposes of dissolving the Corporation:

- 1 The name of the Corporation is: HOME CARE DISSOLUTION, INC
2. The Corporation has one (1) member entitled to vote on dissolution and such member adopted a resolution to dissolve the Corporation by written consent on September 17 2002 and such consent was executed in accordance with Section 617.0701 of the Florida Not For Profit Corporation Act.

These Articles of Dissolution shall be effective as of the date of filing with the office of the Florida Secretary of State.

IN WITNESS WHEREOF, the Corporation has voluntarily caused these Articles of Dissolution to be executed as of the 17th day of September, 2002

HOME CARE DISSOLUTION, INC.,
a Florida not for profit corporation

By: 
Steven D. Sonenreich, President

H020002065173

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
HOME CARE DISSOLUTION, INC.**

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of Home Care Dissolution, Inc., a Florida not-for-profit corporation ("Corporation"), through the distribution of all the Corporation's assets to its sole member, Mount Sinai Medical Center of Florida, Inc., in complete liquidation of the Corporation pursuant to Section 332 of the Internal Revenue Code. Such liquidation and dissolution shall be accomplished in the manner stated in the Plan.

2. Approval. The Plan shall be considered adopted by the Corporation and in effect on September 17, 2002.

3. Liquidation Period. The "Liquidation Period" shall mean the period beginning with the effective date of the Plan and ending thirty days from the effective date thereof, or, if sooner, on the date all of the assets of the Corporation are distributed to the member as provided herein.

4. Abandonment. Notwithstanding the fact that the Plan has become effective, any officer of the Corporation may, in his discretion, without further action abandon the Plan and direct that no further steps shall be taken to carry the Plan into effect.

5. Winding Up of Business. During the Liquidation Period, the Corporation shall continue in business to the extent necessary to pay all liabilities that can be fixed and discharged and to wind up its affairs. During the Liquidation Period, any officer of the Corporation is authorized to retain such assets as may be necessary to pay expenses or liabilities and to pay all such known expenses and liabilities that are due and payable.

6. Final Distribution of Assets. On or before the thirtieth (30th) day from the effective date hereof, all assets of the Corporation not previously distributed which, in the opinion of any officer of the Corporation, are no longer needed for payment of expenses or liabilities of the Corporation, shall be distributed to the member of the Corporation. To the extent that the officers of the Corporation determine, at the end of the Liquidation Period, that it would be appropriate to establish a reserve for contingent or unknown liabilities, any officer of the Corporation may establish such a reserve within the Corporation or may cause the Corporation to fund a liquidating trust or other entity that will agree to discharge any such obligations that may arise, provided that any funds remaining in said reserve, liquidating trust or other entity on December 31, 2002, shall thereupon be distributed to the member of the Corporation.

7. Federal Filing Requirements. Within 30 days following the effective date of the Plan, any officer of the Corporation shall file Treasury Department Form 990 with the appropriate office of the Internal Revenue Service, and all required attachments thereto.

8. Closing of Corporation's Books. Upon the final distribution of all the assets of the Corporation, any officer of the Corporation shall instruct the Corporation's accountant(s) to close the books of the Corporation and to prepare and timely file all applicable income tax returns on behalf of the Corporation and such other forms as are appropriate.

9. State Filing Requirements. All documents required to be filed with the State of Florida, including the Articles of Dissolution of the Corporation, as required under the provisions of Florida law shall be filed with the Secretary of State of the State of Florida by any officer of the Corporation within 30 days following the effective date of the Plan

10 Authorization of Necessary Acts. The board of directors shall have the power to adopt all resolutions, and the officers of the Corporation shall have the power to execute all documents and are authorized, empowered and directed to file all papers and take whatever action is deemed necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan. The officers of the Corporation shall be held harmless by the Corporation for any action under the Plan taken in good faith, and any expense or liability so incurred.

11. Intent It is intended that the Plan shall be a plan of complete liquidation within the terms of Section 332 of the Internal Revenue Code of 1986, as amended ("Code"). The Plan shall be deemed to authorize such action as, in the opinion of counsel of the Corporation, may be necessary to conform with the provisions of Code Section 332.