

N44529

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

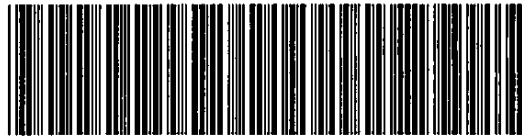
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
2006 OCT -2 PM 4:16

DR
10/3/06

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dissolution - Southwest Florida Physician
Hospital Organization, Inc.

DOCUMENT NUMBER: N44529

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

Please return all correspondence concerning this matter to the following:

Susan Crowe

(Name of Contact Person)

Southwest Florida Regional Medical Center

(Firm/Company)

2727 Winkler Ave.

(Address)

Ft. Myers, FL 33901

(City/State and Zip Code)

For further information concerning this matter, please call:

Susan Crowe

(Name of Contact Person)

at (239) 939-8612

(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

EFFECTIVE DATE
10/3/06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 OCT -2 PM 4:15

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:
Southwest Florida Physician Hospital Organization, Inc.
- SECOND: The document number of the corporation (if known): N44529
- THIRD: 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
September 13, 2005

(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

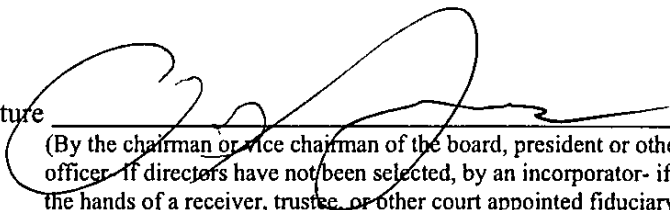
If the corporation has no members or members entitled to vote on the dissolution.

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: 10-31-06
(no more than 90 days after dissolution file date)

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.)

David Gomeringer, D.O.
(Typed or printed name of the person signing)

President and Chairman
(Title of person signing)

FILING FEE: \$35

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
BOARD OF DIRECTORS OF
SOUTHWEST FLORIDA PHYSICIAN HOSPITAL ORGANIZATION, INC.
IN LIEU OF A SPECIAL MEETING**

Pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act (the "Act") and Section 4.18 of the Amended and Restated Bylaws of Southwest Florida Physician Hospital Organization, Inc., a Florida not-for-profit corporation (the "Corporation"), the undersigned do hereby certify that in lieu of a special meeting of all of the members of the Board of Directors (the "Board") of the Corporation, the Board consents to, approves and adopts the following resolutions by this instrument:

WHEREAS, the Board has deemed it advisable and in the best interest of the Corporation that the Corporation be liquidated and dissolved;

WHEREAS, the Board believes that the Board should recommend that the Corporation be dissolved pursuant to Section 617.1402 of the Act and direct that the question of such dissolution be submitted to a vote of the members of the Corporation (the "Members");

WHEREAS, the Board believes that the Board should recommend the plan of complete liquidation, dissolution and distribution of assets, a copy of which is attached hereto as Exhibit A (the "Plan") and direct its submission to a vote of the Members; and

WHEREAS, the undersigned desire that the Corporation be dissolved under the Act, pursuant to the Articles of Dissolution, a copy of which is attached hereto as Exhibit B (the "Articles").

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby recommends that the Corporation be dissolved and directs that the question of such dissolution be submitted to a vote of the Members;

FURTHER RESOLVED, that the Board hereby recommends the Plan and directs its submission to a vote of the Members;

FURTHER RESOLVED, that the Corporation be liquidated and dissolved pursuant to Sections 617.1402 and 617.1403 of the Act, in accordance with the Plan, upon receiving the requisite number of votes from the Members sufficient to dissolve the Corporation;

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to take such further action as may be necessary or appropriate in order to effect the Plan;

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to file the Articles and Plan with the Florida Department of State in order to effectuate the Articles;

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized to do and perform all such acts and deeds as such officer shall deem necessary or appropriate in furtherance of the accomplishment of the purposes and intent of the foregoing resolutions and that any actions heretofore or hereafter taken by any such officer in carrying out the intent and purposes of these resolutions are confirmed, approved and ratified;

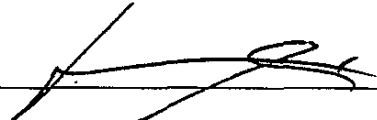
FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, which together shall constitute one original Consent; and

FURTHER RESOLVED, that the original of this Consent, after execution of the undersigned as all of the directors of the Corporation, shall be filed in the appropriate order in the Minutes of the Corporation.


[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

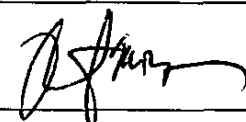
IN WITNESS WHEREOF, the undersigned, constituting all of the directors of the Board of Directors of the Corporation, have approved, adopted, authorized, confirmed, ratified and consented to the foregoing resolutions and actions.



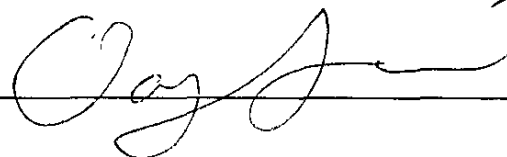


Frank W. L.





Edward W. L.



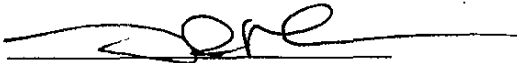
CERTIFICATE OF SECRETARY

I certify that:

I am the duly qualified and acting of Secretary of Southwest Florida Physician Hospital Organization, Inc., a Florida not-for-profit corporation.

The foregoing is a true copy of resolutions duly adopted by the Board of Directors of Southwest Florida Physician Hospital Organization, Inc. by unanimous written consent dated as of [13 Sept.], 2005.

Dated: [13 Sept], 2005



[name]
Secretary

EXHIBIT A


PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND DISTRIBUTION OF ASSETS

1. Southwest Florida Physician Hospital Organization, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be completely liquidated and dissolved pursuant to the Florida Not For Profit Corporation Act, as amended (the "Act").
2. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.
3. 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.
4. After payment of, or making provisions for, all liabilities of the Corporation and after compliance with Section 3 of this Plan, as set forth above, all of the remaining property and assets of the Corporation, if any, of whatsoever kind and character and wherever located, [shall be distributed to the Members of the Corporation]. This distribution may occur all at once or in a series of payments and may be made in cash or in kind and in such manner and at such times as the authorized officers of this Corporation shall in their absolute discretion determine.
5. The liquidation and dissolution of the Corporation pursuant to the Plan shall be completed on or before [12-31], 2006.
6. A proper officer of the Corporation shall file with the Florida Department of State, as soon as practicable, Articles of Dissolution pursuant to the Act, along with any other forms required by state or federal law.

OFFICER'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Plan of Complete Liquidation, Dissolution and Distribution of Assets of Southwest Florida Physician Hospital Organization, Inc., which has been duly adopted by the Board of Directors and a majority of the Members of the Corporation, is in compliance with the requirements of subsection (1) of Section 617.1406 of the Act.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of the Corporation, has signed this Certificate and affixed the seal of the Corporation hereon.



[name], Secretary

EXHIBIT B

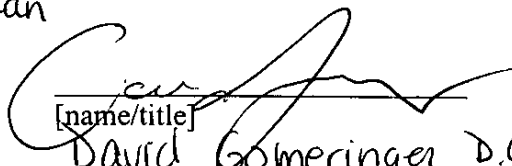
**ARTICLES OF DISSOLUTION
OF
SOUTHWEST FLORIDA PHYSICIAN HOSPITAL ORGANIZATION, INC.**

SOUTHWEST FLORIDA PHYSICIAN HOSPITAL ORGANIZATION, INC., a Florida not-for-profit corporation (the "Corporation"), for the purpose of dissolving, pursuant to the provisions of Sections 617.1402 and 617.1403 of the Florida Not For Profit Corporation Act, as amended, hereby executes the following Articles of Dissolution:

- FIRST: The name of the Corporation as currently filed with the Florida Department of State is SOUTHWEST FLORIDA PHYSICIAN HOSPITAL ORGANIZATION, INC.
- SECOND: The document number of the Corporation is Document No. N44529.
- THIRD: On [Sept. 13], 2005, the Action By Unanimous Written Consent of the Board of Directors of the Corporation and the [Action By Written Consent of the Members of the Corporation, In Lieu of a Formal Meeting] authorizing the voluntary dissolution of the Corporation were submitted to and adopted by the entire Board of Directors and a majority of the Members of the Corporation, respectively.
- FOURTH: Adequate provision has been made for the payment and discharge of all liabilities and obligations of the Corporation, pursuant to a plan of complete liquidation, dissolution and distribution of assets.
- FIFTH: That [name], the [title] of the Corporation is authorized and directed to file these Articles of Dissolution and Plan with the Florida Department of State in order to effectuate these Articles of Dissolution.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed in its name by its [President &] on this [27th] day of [September], 2005.

Chairman


[name/title]
David Gomeringer, D.O.
President & Chairman