

Buchanan Ingersoll
PROFESSIONAL CORPORATION

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N47636

June 17, 1997

Attn.: Amendments Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ARTICLES OF DISSOLUTION

100002218681--0
-06/20/97--01030-002
*****35.00 *****35.00

To Whom it May Concern:

Please be advised that the following Florida not-for-profit corporation will discontinue its business operations effective June, 30, 1997, and its board of directors has adopted a resolution to voluntarily dissolve the corporation pursuant to Section 617.1402, Florida Statutes.

Sun Coast AIDS Network, Inc.
1511 N. Westshore Blvd., Suite 300
Tampa, FL 33607-4523

This letter is submitted on behalf of Sun Coast AIDS Network, Inc. to request dissolution of its corporate existence. Enclosed please find two copies of the Articles of Dissolution and the \$35.00 filing fee. If you have any questions regarding this notice, please do not hesitate to contact me.

Sincerely,

Patricia L. Radzinski
Patricia L. Radzinski

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A P B JN

APPROVED
JUN 20 1997

ARTICLES OF DISSOLUTION

Pursuant to Sections 617.1402, 617.1403, and 617.1405 Florida Statutes, this corporation submits the following articles of dissolution:

- FIRST:** The name of the corporation is The Sun Coast AIDS Network, Inc. ("SCAN").
- SECOND:** The corporation has no members entitled to vote on the dissolution of the corporation.
- THIRD:** On June 12, 1997, the board of directors of SCAN adopted a resolution to dissolve the corporation, effective June 30, 1997. The resolution to dissolve was adopted by a vote of thirteen (13) board members approving and zero (0) board members disapproving of the resolution. The board of directors consisted of twenty (20) board members as of June 12, 1997.

Signed this 12 day of June, 1997.

Signature Sister Nora M. Shively, OSF

Sister Nora M. Shively, OSF

(By the Chairman or Vice Chairman of the Board,
President, or other officer)

President

(Title)

RECEIVED
THE SUN COAST AIDS NETWORK, INC.
JUN 13 1997
JUN 13 1997
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**CERTIFICATE OF PRESIDENT OF
THE SUN COAST AIDS NETWORK, INC.**

On this 12 day of June, 1997, the undersigned, as President of the Suncoast AIDS Network, Inc., a Florida not-for-profit corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Distribution of Assets of The Sun Coast AIDS Network, Inc. that was adopted on June 12, 1997.

Sister Nora M. Shively, SSF
Sister Nora Shively,
President

PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS OF THE SUN COAST AIDS NETWORK, INC.

WHEREAS, it is deemed advisable and in the best interest of The Sun Coast AIDS Network, Inc., a Florida not-for-profit corporation (the "Corporation"), to dissolve and wind up the affairs of the Corporation and to completely liquidate the Corporation;

NOW, THEREFORE, the Corporation adopts the following plan of dissolution and distribution of assets (the "Plan"):

1. The officers of the Corporation shall attempt to collect all of the receivable and other debts owing to the Corporation and to pay all of its debts and expenses.
2. Title to all "nonexpendable property" shall be vested with and returned to the department within the State which funded the acquisition of the property. "Nonexpendable property" is defined as tangible personal property of a nonconsumable nature that has an acquisition cost of five-hundred dollars (\$500.00) or more per unit and an expected useful life of at least one year.
3. With respect to all other property, tangible and intangible, which is not of a "nonexpendable" nature, the officers of the Corporation are authorized either to 1) transfer the property to the State of Florida and receive credit in the amount of the value of the property against the Corporation's outstanding debt to the State of Florida or 2) to negotiate and consummate sales of all or any portion of the property of the Corporation upon such terms and conditions as they determine to be in the best interests of the Corporation and to use the proceeds of the sales against the Corporation's obligations.
4. Pursuant to Article XI of the bylaws of the Corporation, any and all property which is not of a "nonexpendable" nature over and above what may be required for the payment of debts and obligations shall be vested in a successor organization, exempt from federal taxation. The successor organization will be determined by the board of directors as necessary.
5. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including the execution of any contracts, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate the Plan. The Plan shall be deemed to authorize such action as is necessary or desirable.
6. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation.
7. The Corporation shall transfer records related to the AIDS Insurance Continuation Program, including explanation of benefit statements, enrollment forms, and client files to the Health Council of South Florida, Inc. Any or all remaining records, including client records, financial records, supporting documents, statistical records, and any other documents pertinent to the state grants shall be transferred to the State of Florida, Department of Health, after the Corporation's accountants complete the final fiscal accounting.