

N93000003435

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

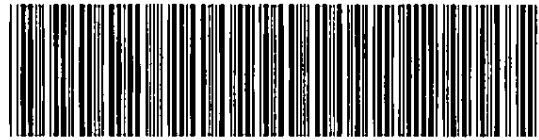
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

*Dissolution
w/ notice and
Plan of Distribution*

NOV 10 2021

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TOTAL CLAIMS ADMINISTRATION, INC. - Articles of Dissolution

DOCUMENT NUMBER: N93000003435

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

Please return all correspondence concerning this matter to the following:

Elizabeth Ferguson

(Name of Contact Person)

North Broward Hospital District, General Counsel's Office

(Firm/Company)

1800 N W 49th Street, Suite 120

(Address)

Fort Lauderdale, FL 33309

(City/State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Ferguson

at (954)

473-7026

(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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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FLORIDA



BROWARD HEALTH
OFFICE OF THE GENERAL COUNSEL

1800 NW 49th Street
Fort Lauderdale, FL 33309
: 954.473.7100

October 14, 2021

Florida Department of State
Division of Corporations
The Center of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Total Claims Administration, Inc. N93000003435 – Articles of Dissolution

Dear Sir/Madam:

Please find enclosed documents listed below, together with Check #1790885 in the amount of \$35.00 to cover the requisite fee for the dissolution of **Total Claims Administration, Inc. – N93000003435**

- Articles of Dissolution
- Resolution of the Board of Directors
- Plan of Distribution of Assets
- Notice of Corporate Dissolution

Thank you for your assistance with this matter. Please feel free to contact me by phone or email should you have questions or need additional information.

Sincerely,

Elizabeth Ferguson
Senior Paralegal, General Counsel's Office
1800 N.W. 49 Street, Suite 120, Fort Lauderdale, FL 33309
Tel - 954.473.7026
Email: erferguson@browardhealth.org

EXHIBIT A
ARTICLES OF DISSOLUTION
OF

TOTAL CLAIMS ADMINISTRATION, INC.

Pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act, Total Claims Administration, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby submits the following Articles of Dissolution.

ARTICLE I
NAME

The name of the Corporation is Total Claims Administration, Inc.

ARTICLE II
DOCUMENT NUMBER AND INCEPTION DATE

The document number of the Corporation is N93000003435. The Corporation's inception date is July 22, 1993.

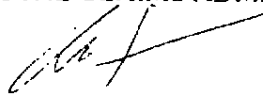
ARTICLE III
DISSOLUTION AUTHORIZED

The sole member of the Corporation is the North Broward Hospital District (the "Member"). The Board of Directors of the Corporation, which currently consists of three (3) duly appointed directors, unanimously approved and adopted a resolution at its August 5, 2021 board meeting recommending to the Member the dissolution of Corporation. Consistent with § 617.1402(1), Florida Statutes, written notice was provided to each Commissioner sitting on the board of the Member indicating that one of the purposes of the next Board meeting of the Member was to consider the advisability and vote on the question of dissolving the Corporation. The Board of the Member, at the Member's September 22, 2021 board meeting, unanimously passed and ratified Resolution FY22-02 which authorized the dissolution of the Corporation and the winding up of its affairs and delegated any such authority and approvals of the same to the Corporation's Board of Directors. Thereafter, on October 12, 2021, the Corporation's Board of Directors met and unanimously passed the resolution authorizing the dissolution of Corporation and approving the Corporation's Articles of Dissolution and Plan of Distribution of Assets.

ARTICLE IV
EFFECTIVE DATE

The effective date of the dissolution shall be upon the filing of the Articles of Dissolution with the Florida Department of State.

TOTAL CLAIMS ADMINISTRATION, INC.



Alexander Fernandez, Chief Financial Officer

10/12/21

Date

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TALLAHASSEE, FLORIDA

EXHIBIT B

TOTAL CLAIMS ADMINISTRATION, INC.

PLAN OF DISTRIBUTION OF ASSETS

This Plan of Distribution of Assets is made and entered into by Total Claims Administration, Inc., a Florida not-for-profit corporation (the "Corporation"), to be effective as of October 12, 2021.

WHEREAS, it was determined by the Board of Directors of the Corporation that it would be in its best interest to dissolve the Corporation in accordance with the laws of the State of Florida and its Articles of Incorporation; and

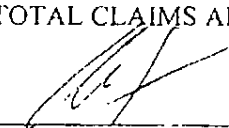
WHEREAS, in connection with such dissolution and in accordance with the requirements of § 617.1406, Florida Statutes, the Corporation desires to enter into this Plan of Distribution of Assets.

NOW, THEREFORE, in consideration of the premises above and intending to be legally bound hereby, the following is adopted as a Plan of Distribution of Assets for the purpose of properly distributing all assets, liabilities and obligations of the Corporation.

1. All liabilities and obligations of the Corporation shall, upon dissolution, be either paid, discharged, assigned to the North Broward Hospital District, a special district of the State of Florida, or adequate provisions be made therefor.
2. Any 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, be transferred or conveyed to the North Broward Hospital District.
4. All other assets of the Corporation shall, upon dissolution, be assigned to the North Broward Hospital District, or in the event to the North Broward Hospital District is unable to accept such distribution, to the State of Florida, for the purposes set forth in ch. 2006-347, Laws of Florida, as amended.
5. The Directors, and such officers or individuals as are otherwise authorized by the Directors are authorized, empowered, and directed to do any and all things necessary in the Corporation's name and on its behalf which such Directors, officers, and/or individuals may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Distribution of Assets. Any such Directors, officers, and/or individuals shall be held harmless by the Corporation for any action under this Plan of Distribution of Assets taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.
6. The officer signing below hereby authenticates and certifies the Corporation's compliance with subsections (1) and (2) of section 617.1406, Florida Statutes.

By signing below, such officer hereby authenticates and certifies this Plan of Distribution of Assets.

TOTAL CLAIMS ADMINISTRATION, INC.



Alexander Fernandez, Chief Financial Officer

8/12/21

Date

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: TOTAL CLAIMS ADMINISTRATION, INC.

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:

Detailed invoice identifying item/service provided, date provided, amount being claimed and a copy of
signed contract, if applicable.

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

Broward Health

Dep: TCA

1608 S.E. 3rd Avenue, Suite 501

Fort Lauderdale, Florida 33316

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.

Alex Fernandez

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

A RESOLUTION OF THE BOARD OF DIRECTORS OF TOTAL CLAIMS ADMINISTRATION, INC. APPROVING THE ARTICLES OF DISSOLUTION AND PLAN OF DISTRIBUTION OF ASSETS PURSUANT TO SECTIONS 617.1403 AND 617.1406, FLORIDA STATUTES; AUTHORIZING THE CHIEF FINANCIAL OFFICER OF NORTH BROWARD HOSPITAL DISTRICT TO EXECUTE THE ARTICLES OF DISSOLUTION AND PLAN OF DISTRIBUTION OF ASSETS AND AUTHORIZING SUCH OTHER ACTIONS AS MAY BE NECESSARY OR CONVENIENT TO ACCOMPLISH THE DISSOLUTION OF THE TOTAL CLAIMS ADMINISTRATION, INC.; PROVIDING AN EFFECTIVE DATE.

WHEREAS, Total Claims Administration, Inc. ("TCA") is a tax-exempt Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes and 26 U.S.C. § 501(c)(3);

WHEREAS, the North Broward Hospital District (the "District") is the sole member of TCA;

WHEREAS, during the August 5, 2021 meeting of the Board of Directors of TCA, the Board of Directors of TCA adopted a resolution recommending the dissolution of TCA;

WHEREAS, consistent with section 617.1402(1), Florida Statutes, written notice was provided to each Commissioner of the Board of Commissioners of the District stating that one of the purposes of the next Board meeting of the District was to consider the advisability and vote on the question of dissolving TCA;

WHEREAS, the Board of Commissioners of the District unanimously passed Resolution FY22-02 at the District's September 22, 2021 board meeting and the District's board granted the authority to the Board of Directors of TCA to dissolve and wind up and conclude the affairs of TCA consistent with TCA's Articles of Incorporation, Bylaws, and state and federal law; and

WHEREAS, the Board of TCA wishes to dissolve TCA and wind up and conclude its affairs.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of Total Claims Administration, Inc., that:

1. The Board of Directors of TCA hereby approves the dissolution of TCA in accordance with state and federal law.
2. The Board of Directors of TCA hereby approves the Articles of Dissolution, which are attached hereto and incorporated herein as Exhibit A.
3. The Board of Directors of TCA hereby approves the Plan of Distribution of Assets, which is attached hereto and incorporated herein as Exhibit B.
4. Consistent with the directives of the Board of Commissioners of the District and the mandates under state and federal law, as well as TCA's Articles of Incorporation, the Board of Directors hereby authorizes the Chief Financial Officer of the District ("CFO") to execute the attached Articles of Dissolution and Plan of Distribution of Assets and to file any and all notices or other documents required to be filed with the Florida Department of State and/or the Internal Revenue Service as is necessary to effectuate and perform the foregoing recitals and resolutions.

5. The CFO and any officers or employees of the District or TCA further delegated such authority by the Chief Financial Officer are hereby authorized and empowered, in the name of, and on behalf of, TCA, to take, or cause to be taken, any and all such further acts, deeds, and matters, to pay such fees and expenses and transfer and assign any funds of TCA, and to execute, file and, deliver, or cause to be filed and delivered, all such registrations, certifications, licenses, forms, notices, agreements, contracts, documents, and instruments, in each case, in such form and terms as the CFO may approve and as may be deemed necessary or appropriate, including, without limitation, surrendering of TCA's license and any affidavits executed and filed thereto, in order to fully carry out the purposes and intent of the foregoing (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the CFO and any respective delegees in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed, and approved in all respects as the act and deed of TCA.

6. This Resolution shall take effect immediately upon its adoption.

DULY ADOPTED this 12th day of October, 2021.