

N93000004536

CHPA District 9

P.O. Box 350482

Fort Lauderdale, Florida 33335

954-494-1468

March 6, 2002

Amendment Section
Division of Corporations
Department of State
Box 6327
Tallahassee, Florida 32314

700005082017--7
-03/12/02--01008--001
*****52.50 *****52.50

via certified mail—return receipt requested

Re: Dissolution of the District 9 Community Health Purchasing Alliance, Inc.
(EIN 65-0462423)

To Whom It May Concern:

Enclosed please find one original and one copy of the Articles of Dissolution of District 9 Community Health Purchasing Alliance, Inc. A check for \$52.50 is enclosed to cover the filing fee, one certified copy of the dissolution, and a certificate of status.

Please call me at 561-468-4078 if additional information is needed to process this dissolution request.

A copy of our "Distribution of Assets Plan" is also enclosed.

Thank you.

Sincerely,



Marjorie Silberman
Executive Director/Registered Agent

FILED
02 MAR 11 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N93000004536
10P
NP Diss
Cert Copy
Cert of Sta
3-11-02

**WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING
OF THE DIRECTORS OF
DISTRICT 9 COMMUNITY HEALTH
PURCHASING ALLIANCE, INC.**

FILED
02 MAR 11 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0821 of the Florida Statutes, the undersigned, being all of the remaining directors of District 9 Community Health Purchasing Alliance, Inc., a corporation not-for-profit organized and existing under the laws of the State of Florida, whose mailing address is Post Office Box 350482, Fort Lauderdale, Florida 33335 (the "Corporation"), hereby take and adopt the following actions by unanimous written consent in lieu of holding a special meeting:

1. It is deemed advisable and in the best interests of the Corporation that the Corporation be dissolved;

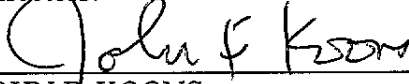
2. The attached Plan for the Distribution of the Assets of the Corporation (the "Plan") is hereby adopted as the plan for the distribution of the assets of the Corporation required by, and consistent with, Section 617.1406 of the Florida Statutes and the articles of incorporation of the Corporation, and the officers and Executive Director of the Corporation are authorized to authenticate, certify and file the Plan with the Secretary of State of Florida.

3. The officers of the Corporation and its Executive Director, Marjorie Silberman, are hereby authorized and directed to take any and all actions deemed necessary or desirable to wind up the affairs of the Corporation, to liquidate its assets and to effectuate the Plan.

4. The Corporation shall be formally dissolved and the officers of the Corporation and its Executive Director, Marjorie Silberman, are authorized and directed to take all actions they deem necessary or desirable to effectuate the dissolution of the Corporation, which dissolution shall be effective upon filing of the Corporation's articles of dissolution with the Secretary of State of Florida.

The foregoing actions shall be effective as of January 28, 2002.

Directors:



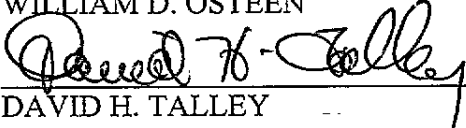
JOHN F. KOONS



MARY BETH COOPER



WILLIAM D. OSTEEEN



DAVID H. TALLEY

**ARTICLES OF DISSOLUTION
OF
DISTRICT 9 COMMUNITY HEALTH PURCHASING ALLIANCE, INC.**

District 9 Community Health Purchasing Alliance, Inc., a corporation not-for-profit organized and existing under the laws of the State of Florida, the mailing address of which is Post Office Box 350482, Fort Lauderdale, Florida 33335 (the "Corporation"), hereby executes and files these Articles of Dissolution under the laws of the State of Florida, including but not limited to Sections 617.1402 and 617.1403 of the Florida Statutes.

**ARTICLE I
Name**

The name of the Corporation is District 9 Community Health Purchasing Alliance, Inc.

**ARTICLE II
Resolution to Dissolve Adopted**

The Corporation has no members. A resolution to dissolve the Corporation was adopted by all four (4) of the directors of the Corporation then in office, by unanimous written consent in accordance with Section 617.0821 of the Florida Statutes, on January 28, 2002. Dissolution of the Corporation shall be effective upon filing of these articles with the Secretary of State of Florida.

DISTRICT 9 COMMUNITY HEALTH
PURCHASING ALLIANCE, INC.

By: John F. Koons
JOHN F. KOONS,
its Chairman of the Board

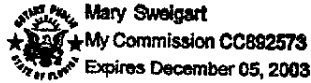
By: David H. Talley
DAVID H. TALLEY,
its Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 7 day of February, 2002, by JOHN F. KOONS, as Chairman of the Board of DISTRICT 9 COMMUNITY HEALTH PURCHASING ALLIANCE, INC., a corporation not-for-profit organized and existing under the

laws of the State of Florida, on behalf of the corporation not-for-profit, who is personally known to me or has produced N/A as identification.



Mary Sweigart
(Sign on this line)
MARY SWEIGART
(Print name legibly on this line)

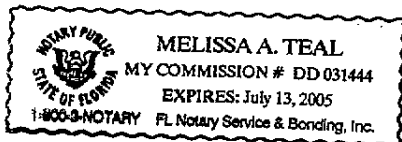
NOTARY PUBLIC, State of Florida
COMMISSION NO.:
EXPIRATION DATE:

(SEAL)

FILED
02 MAR 11 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of FEBRUARY, 2002, by DAVID H. TALLEY, as Secretary of the Board of DISTRICT 9 COMMUNITY HEALTH PURCHASING ALLIANCE, INC., a corporation not-for-profit organized and existing under the laws of the State of Florida, on behalf of the corporation not-for-profit, who is personally known to me or has produced N/A as identification.



Melissa A. Teal
(Sign on this line)
MELISSA A. TEAL
(Print name legibly on this line)

NOTARY PUBLIC, State of Florida
COMMISSION NO.: DD 031444
EXPIRATION DATE: JULY 13, 2005

(SEAL)

**PLAN FOR THE DISTRIBUTION OF THE ASSETS
OF
DISTRICT 9 COMMUNITY HEALTH
PURCHASING ALLIANCE, INC.**

The following plan (this "Plan") provides for the distribution of the assets of District 9 Community Health Purchasing Alliance, Inc., a corporation not-for-profit organized and existing under the laws of the State of Florida, and an exempt organization under Section 501(c)(3) of the Internal Revenue Code, whose mailing address is Post Office Box 350482, Fort Lauderdale, Florida 33335 (the "Corporation"), consistent with Section 617.1406 of the Florida Statutes and the Articles of Incorporation of the Corporation:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor, as follows and in the following order of priority:

(a) All of the costs of winding up the affairs of the Corporation and liquidating its assets, including all of the costs of collecting its assets, disposing of its properties that will not be distributed in kind pursuant to this Plan, discharging or making provision for discharging its liabilities, distributing its remaining property in accordance with this Plan, and doing every other act necessary to wind up its affairs and liquidate its assets, including, without limitation:

(1) the cost of reimbursing the Executive Director of the Corporation for any out-of-pocket and other expenses incurred by her with regards to the foregoing;

(2) the costs and fees of the accountants, attorneys, and other consultants employed by or on behalf of the Corporation and/or the Executive Director of the Corporation with regards to the foregoing;

(3) The costs, if any, of settling the disputed claims asserted by Benefit Partners, Inc., which is also known as BPI Administrative Services, Inc., a corporation organized and existing under the laws of the State of California, ("BPI"), which has asserted disputed claims against the State CHPA Board, an agency of the State of Florida established pursuant to Executive Order No. 98-200 promulgated by the office of the late Governor Lawton Chiles on August 6, 1998, (the "State Board") and ostensibly against various of the Community Health Purchasing Alliance Districts within the State of Florida, including the Corporation, based on an Administrative Services Contract between BPI and the State Board last dated May 27, 1999; and

(4) the costs, if any, of settling any claims asserted by those persons listed on Attachment "A" to this Plan prior to the final distribution of the assets of the Corporation.

2. Assets held by the Corporation on 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, and as follows:

The assets that should be transferred to a creditor, claimant, member of the Corporation or other person who cannot be found or who is not competent to receive them, as set

forth on Attachment "A" hereto, shall be deposited with the Department of Banking and Finance within six (6) months after the date fixed for payment of the final liquidating distribution.

3. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, 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, in accordance with such requirements, and as follows:

To be distributed in accordance with Attachment "B" hereto

4. Any remaining assets shall be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations not-for-profit, as follows:

To be distributed in accordance with Attachment "B" hereto.

5. All other assets, if any, shall be distributed in accordance with the provisions of Article IX of the Articles of Incorporation and Article VI, Section 2 of the Bylaws of the Corporation.

Any one of the intended recipients who is unable to meet the statutory requirements or fails to provide the documents of meeting the statutory requirements, those dollars previously allocated will be redistributed to those non-profits/charities identified by the board members.

The assets of the Corporation as of January 28, 2002 were \$125,520.00. Remaining assets (approximately \$2500.) after the above distributions are made will be retained to meet any outstanding obligations for final payment of expenses as outlined in the above plan of distribution.

I hereby certify that the foregoing is an authentic copy of the Plan for the Distribution of the Assets of District 9 Community Health Purchasing Alliance, Inc., which was adopted by the Corporation in compliance with subsection (2) of Section 617.1406 of the Florida Statutes on January 28, 2002.

DISTRICT 9 COMMUNITY HEALTH
PURCHASING ALLIANCE, INC.

By: 

JOHN F. KOONS,
its Chairman of the Board

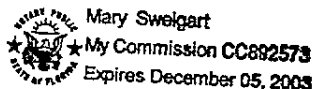
By: 

DAVID H. TALLEY,
its Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 7 day of February, 2002, by JOHN F. KOONS, as Chairman of the Board of DISTRICT 9 COMMUNITY HEALTH PURCHASING ALLIANCE, INC., a corporation not-for-profit organized and existing under the laws of the State of Florida, on behalf of the corporation not-for-profit, who is personally known to me or has produced Ma as identification.



Mary Sweigart
(Sign on this line)

MARY SWEIGART
(Print name legibly on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: _____

EXPIRATION DATE: _____

(SEAL)

STATE OF FLORIDA)
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 13 day of February, 2002, by DAVID TALLEY, as Secretary of the Board of DISTRICT 9 COMMUNITY HEALTH PURCHASING ALLIANCE, INC., a corporation not-for-profit organized and existing under the laws of the State of Florida, on behalf of the corporation not-for-profit, who is personally known to me or has produced N/A as identification.

Melissa A. Teal
(Sign on this line)

MELISSA A. TEAL
(Print name legibly on this line)

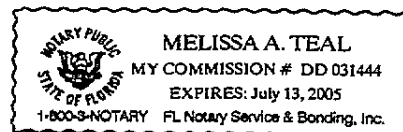
NOTARY PUBLIC, State of Florida

COMMISSION NO.: DD031444

EXPIRATION DATE: July 13, 2005

(SEAL)

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District 9 Community Health Purchasing Alliance(CHPA)
 EIN: 65-0462423
 Unclaimed Refund Checks

ATTACHMENT A

check #	amount	group #	EIN/TIN	group name	street	city	state	zip	date of check
100713	\$934.06	40738	282345129	RLB and Associates, Inc.	12420 Summer Springs Drive	Boynton Beach	FL	33436	4/20/00
101252	\$153.77	120139	100605179	Rick Fusillo	807 Lee Court	Jupiter	FL	33458	6/5/00
101287	\$135.49	39322	650740272	Retail Research Inc.	1499 W. Palmetto Park Road #304	Boca Raton	FL	33486	6/7/00
101787	\$29.82	30257	650590233	Pineliques	6331 N. Federal Highway	Boca Raton	FL	33487	6/26/00
101908	\$290.56	100752	650450056	OPM Inc.	9153 Gatlzburg Road	Boca Raton	FL	33434	6/28/00
102007	\$201.76	38162	592847456	Captain Frank's Seafood	320 S. Atlantic Drive	Lantana	FL	33462	6/29/00
102334	\$40.00	51817	650849461	CPT Project Engineering, Inc.	307 Clematis Street, #3000	West Palm Beach	FL	33401	7/11/00
103437	\$1,339.72	41132	541703696	Technical Consultants, Inc.	5030 Champion Blvd., #G6	Boca Raton	FL	33496	9/1/00
103457.	\$2,806.16	52885	650172590	N R Windows Inc.	3555 Fiscal Court, #7	Riviera Beach	FL	33404	9/1/00
	\$5,931.34								

MLC 2/25/02

**District 9 Community Health Purchasing Alliance, Inc.
Asset Distribution Plan(as approved at January 28,
2002 meeting)**

EIN: 65-0462423

ATTACHMENT B

Organization	Address/Phone/Fax	Tax Id	Amount
The HOPE Project Corporation Maryann Bohatyritz, Executive Director	5 Harvard Circle, Suite 110 West Palm Beach, Florida 33409 561-688-1810/561-616-9371	65-0859412	10000
Quantum House Richard Gabel, Executive Director	PO Box 157 West Palm Beach, Florida 33402 561-494-0515/561-881-0906	65-0898326	11000
Aspira of Florida, Inc./Aspira of Palm Beach Cathy Anaya	Box 19908 West Palm Beach, Florida 33416 366-9713; 3669689(f)	59-2105537	21000
Growing Together of Palm Beach County, Inc. Ruth Sargent, Development Director	1000 Lake Avenue Lake Worth, Florida 33460 561-585-0892/561-588-9971	59-2466094	15000
Volunteers in Medicine Clinic, Inc. Mary Fields	417 Balboa Avenue Stuart, Florida 34994 561-463-4128/561-223-4963	65-1064420	4000
Martin County Healthy Start Coalition, Inc. Sarah Gosney, Executive Director (for the Perinatal Project)	738 Colorado Avenue Stuart, Florida 34994 561-221-7915/221-1638	65-0359999	4000
Hibiscus Children's Center Foundation, Inc. Attn: Glenna DeMichael	Box 305 Jensen Beach, Florida 34958 561-334-9311/561-334-1991	65-0411920	4000
American Cancer Society/Treasure Coast Area Attn: Jeremy Hurd	3375 20th Street #100 Vero Beach, Florida 32960 561-562-2272/561-562-2666	59-0657320	4000
Hospice of Okeechobee, Inc. Attn: Richard Green	411 SE 4th Street Okeechobee, Florida 34974 863-467-2321/863-467-8330	59-2831397	4000
March of Dimes, Inc.-South Florida/Treasure Coast Div. Attn: Pam Crowley, Treasure Coast Division Director	114 43rd Avenue SW Vero Beach, Florida 32968 561-562-0115/561-567-0854	13-1846366	4000
The Hospice Foundation of Martin & St. Lucie, Inc. Attn: Patricia Murphy, CEO	2030 SE Ocean Blvd Stuart, Florida 34996 561-221-8205/561-223-7341	59-2171740	4000
New Horizons of the Treasure Coast, Inc. Attn: Rene Arteaga, Chair	4500 W. Midway Road Fort Pierce, Florida 34981	59-6153749	12000

**District 9 Community Health Purchasing Alliance, Inc.
Asset Distribution Plan(as approved at January 28,
2002 meeting)**

ATTACHMENT B

561-468-4078/561-468-5606

Salvation Army of St. Lucie County Attn: Captain Mary Holmes	PO Box 3349 711 Orange Avenue Fort Pierce, Florida 34948 561-464-4846/561-464-4933	58-0660607	4000
Gulfstream Council, Boy Scouts of America Attn: Sigrid Paul	8335 N. Military Trail Palm Beach Gardens, Fl. 33410 561-694-8585	22-1576300	4000
Coalition for the Homeless of Indian River County, Inc./ Homeless Assistance Center Attn: Sue Rux	2525 St. Lucie Avenue Vero Beach, Florida 32960 567-2766	59-3129752	4000
Center for the Arts Attn: Dane Roberts	3001 Riverside Park Drive Vero Beach, Florida 32963 561-231-0707/231-0938(f)	59-1867408	1333
Progressive Civic League of Gifford, Florida, Inc., d/b/a Gifford Youth Activities Center Attn: Freddie Woolfork	4875 43rd Avenue Vero Beach, Florida 32967 561-794-1005	59-2356942	4000
Adult Literacy Services of Indian River County, Inc. Attn: Lori Smidebush	1600 21st Street Vero Beach, Florida 32960 561-778-2223	59-1987210	1334
Indian River County Council on Aging Arlene Fletcher, Executive Director	694 14th Street Vero Beach, Florida 32960 561-569-0760	59-1539957	<u>1333</u>
Total Funds To Be Distributed			117000

Note: In addition to the organizations noted above, \$9,000 was donated to the American Heart Association of Palm Beach County (EIN 13-5613797) on June 1, 2001

Note: After payment of all final expenses, any remaining funds will be donated to New Horizons of the Treasure Coast, Inc. (EIN 59-6153749)

ML Sullivan
3/7/02