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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 3, 2005

CHARLES A. LINDGREN
DIMENSION PHYSICIAN-HOSPITAL
5881 N.W. 151ST STREET, SUITE 201
MIAMI LAKES, FL 33014

SUBJECT: DIMENSION PHYSICIAN-HOSPITAL ORGANIZATION, INC.
Ref. Number: N94000002166

We have received your document for DIMENSION PHYSICIAN-HOSPITAL ORGANIZATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 805A00000136

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CORPORATIONS



PHYSICIAN-HOSPITAL ORGANIZATION, INC.

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05 JAN 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
DIMENSION PHYSICIAN-HOSPITAL ORGANIZATION, INC.**

Pursuant to Section 617.1403, Florida Statutes, the undersigned officer of Dimension Physician-Hospital Organization, Inc., a Florida not for profit corporation (the "Corporation") submits the following Articles of Dissolution:

FIRST: The name of the Corporation is Dimension Physician-Hospital Organization, Inc.

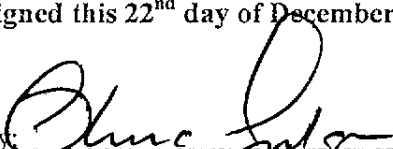
SECOND: The Corporation's members have no voting rights, except with respect to the election of directors.

THREE: The date of the Board of Director's adoption of the resolution approving the dissolution of the Corporation was August 23, 2004. The number of directors in office was ten and the vote for the resolution was ten for and zero against.

FOURTH: Attached as Exhibit A hereto is the Plan of Dissolution adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

FIFTH: These Articles of Dissolution shall be effective upon filing with the Florida Secretary of State.

Signed this 22nd day of December, 2004.

By: 
Name: Charles A. Lindgren
Title: Chairman

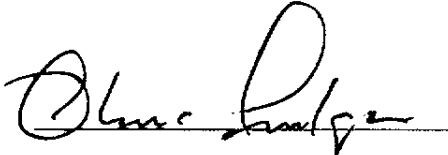
PLAN OF DISSOLUTION

Pursuant to the resolutions adopted by the Board of Directors of Dimension Physician-Hospital Organization, Inc. (the "Corporation") hereby approves that, upon dissolution of the Corporation, all of the assets of the Corporation shall be collected and distributed as follows:

- (a) The Corporation has been named as a defendant in the following two lawsuits, Rozenfeld v. Dimension Hospital Organization, Inc. Case No., 98-15797 CA 15 and Robert Hasmi v. Dimension Physician Hospital Organization, Inc. Case No. 01-20457 CA 05, both of which it believes are without merit and under which it does not have any liabilities. Nonetheless, without constituting any admission in connection with such Cases but in order to satisfy any potential liabilities or obligations which may arise out of any settlement of the Cases, including but not limited to any deductibles to be paid in connection with its insurance policies and any legal, accounting or other professional fees arising thereunder and in connection with the dissolution of the Corporation, the Corporation shall retain Three Hundred Thousand Dollars (\$300,000) (the "Reserve Amount") in its bank account, which Reserve Amount shall be held until the Cases have been resolved and applied toward any liabilities of the Corporation. Once all liabilities arising from the Cases or other matters referenced to herein have been satisfied, any excess amounts remaining in the Reserve Amount shall be distributed among the members of the Corporation in accordance with the Corporation's bylaws.
- (b) Corporation shall also hold an amount equal to Five Hundred Thousand Dollars (\$500,000) in reserve for payment of any tax obligations of the Corporation. At such time as the Corporation shall have satisfied all tax liabilities, any part of such Five Hundred Thousand Dollars (\$500,000) reserved but not used to pay taxes shall be distributed to the members of the Corporation in accordance with the provisions of the articles of incorporation and bylaws of the Corporation.
- (c) All other liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore.
- (d) Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.
- (e) Any 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 one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.
- (f) Any remaining assets shall be distributed in accordance with the provisions of the articles of incorporation and the bylaws of the Corporation to the extent that the articles of incorporation or the bylaws determine the distributive rights of members or provide for distribution to others.

FURTHER RESOLVED, that any and all actions taken on behalf of the Corporation in connection with any of the transactions described in the foregoing resolutions be, and they hereby are, ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned Chairman has executed this consent as of the 22 day of December, 2004.

 , Chairman