

N 94000002301

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

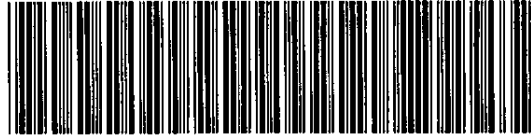
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

less. w/notice
effective date 06/20/2016

JUN 24 2016

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Bonita Springs • Sanibel

Reply to Fort Myers Office
Robert S. Forman
Direct Dial Number (239) 344-1239
E-Mail: robert.forman@henlaw.com

June 20, 2016

BY FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Articles of Dissolution Materials/Island Coast Primary Care Project, Inc.

Dear Sir or Madam:

On behalf of the above-referenced Corporation, please find enclosed the following materials for the voluntary dissolution of the above-referenced entity, as follows: ...

1. Cover Letter (generated from the Division of Corporations web-site);
2. Check in the amount of \$43.75 for the filing fee and Certificate of State
3. Executed Articles of Dissolution, to be effective as of June 30, 2016;
4. Executed Notice of Corporate Dissolution;
5. Certificate and Authentication of the Secretary of Island Coast Primary Care Project; and
6. Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Island Coast Primary Care, Inc., as adopted at a Special Meeting of the Board of Directors of Island Coast Primary Care, Inc.

If you have any questions or require any further information, please do not hesitate to contact me.

Very truly yours,

Robert S. Forman

Henderson, Franklin, Starnes & Holt, P.A.

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Articles of Dissolution/Plan of Liquidation and Distribution

DOCUMENT NUMBER: N9000002301

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

Please return all correspondence concerning this matter to the following:

Robert S. Forman

(Name of Contact Person)

Henderson, Franklin, Starnes & Holt

(Firm/Company)

P.O. Box 280

(Address)

Fort Myers, Florida 33902

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert S. Forman

at (239)

344-1239

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

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:
ISLAND COAST PRIMARY CARE PROJECT INC.

SECOND: The document number of the corporation (if known): N94000002301

THIRD: Adoption of Dissolution
(COMPLETE SECTION I OR II)

SECTION I

If the corporation has members entitled to vote:

(CHECK/COMPLETE ONE)

☐ The date of meeting of members at which the resolution to dissolve was adopted

_____. The number of votes cast by the members was sufficient for approval.

☐ The resolution was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION II

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

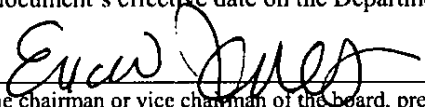
The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was August 6, 2015

The number of directors in office was ⁸ and the vote for resolution was ⁸ for and 0 against. (Must be a majority vote)

FOURTH Effective date of dissolution, if applicable: June 30, 2016
(no more than 90 days after dissolution file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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)

Eric Jones, M.D.

(Typed or printed name of person signing)

Chairman

(Title of person signing)

Filing Fee: \$35

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: Island Coast Primary Care Project 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:

1. Nature and address of claimant.
2. Brief description of nature of claim.
3. The amount of the claim.
4. The date(s) the claim is alleged to have arisen.

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TALLAHASSEE, FLORIDA

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

Robert S. Forman

Henderson, Franklin, Starnes & Holt

Post Office Box 280

Fort Myers, Florida 33902

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.

Eric Jones, M.D., Chairman

Printed Name of the Person Filing

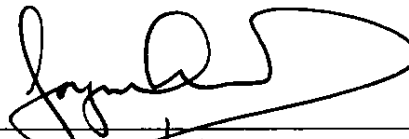

Signature of the Person Filing

**CERTIFICATE AND AUTHENTICATION OF THE SECRETARY OF
ISLAND COAST PRIMARY CARE PROJECT INC.**

The undersigned, Jorge Quinonez, M.D., Secretary of the Island Coast Primary Care Project Inc., a Florida Not For Profit Corporation (the "Corporation"), hereby certifies that the Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Island Coast Primary Care Project Inc., and the preambles and resolutions incorporated therein, adopted at a Special Meeting of the Directors of the Corporation, and attached hereto as Exhibit "A," are a true, correct and complete copy, and are hereby authenticated as such a true, correct and complete copy, of the Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Island Coast Primary Care Project Inc., and the preambles and resolutions incorporated therein, were duly adopted by all the directors of the Corporation at a Special Meeting of the Board of Directors of the Corporation held on August 6, 2015, as reflected by the attached Minutes of a Special Meeting; and that said Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Island Coast Primary Care Project, Inc., and the preambles and resolutions incorporated therein, have not been modified or rescinded since their adoption and are in full force and effect as of the date hereof.

Furthermore, the undersigned, Jorge Quinonez, M.D., Secretary of the Corporation, also hereby certifies that the requirements of Florida Statutes Section 617.1406(2) have been fully complied with. Specifically, without limiting the foregoing, the undersigned, Jorge Quinonez, M.D., Secretary of the Corporation certifies that the Corporation has no Members entitled to vote upon any plan of distribution, as provided by Florida Statutes Section 617.1406(2), and thus under such Section 617.1406(2) the aforesaid Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation was properly adopted by a unanimous vote of the Board of Directors of the Corporation at such Special Meeting held at August 6, 2015, as reflected and as provided by the Minutes of a Special Meeting pertaining to such Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation, attached hereto as Exhibit "A."

Executed this 14th day of June, 2016.

A handwritten signature in black ink, appearing to read 'Jorge Quinonez', is written over a horizontal line.

Jorge Quinonez, M.D., Secretary

EXHIBIT A

The following two (2) pages constitute the “Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Island Coast Primary Care Project Inc.”

**PLAN OF DISTRIBUTION OF ASSETS,
AND COMPLETE LIQUIDATION AND DISSOLUTION OF
ISLAND COAST PRIMARY CARE PROJECT INC.**

MINUTES OF A SPECIAL MEETING

Pursuant to the authority of the Florida Not For Profit Corporation Act, this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of Island Coast Primary Care Project Inc., a Florida Not-for-Profit Corporation and a tax exempt entity under Section 501(c)(3) of the Internal Revenue Code (the "Corporation"), is hereby adopted and approved by resolution of all of the Directors of the Corporation, at a Special Meeting of the Board of Directors of the Corporation held on August 6, 2015 (the "Special Meeting"), as reflected and provided by these Minutes of such Special Meeting and this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation, is also hereby approved and adopted, as reflected and provided by these Minutes of such a Special Meeting, as follows:

RECITALS AND PREAMBLES

1. All the members of the Board of Directors of the Corporation are in attendance at such Special Meeting.
2. All the members of the Board of Directors of the Corporation have consented to the waiver of any Notice of this Special Meeting of the Board of Directors of the Corporation pursuant to the applicable provisions of the Florida Not For Profit Corporation Act.
3. All the Directors are also duly authorized under the Bylaws of the Corporation to meet and approve of the following actions undertaken and approved by the undersigned Directors of the Corporation at the Special Meeting.
4. The Corporation wishes to liquidate and dissolve, and otherwise distribute all of its assets, and terminate its corporate existence, pursuant to, in part, the provisions of Florida Statutes Section 617.1406, as more fully provided herein.
5. The Corporation has no Members entitled to vote upon any plan of distribution, as reflected in Florida Statutes Section 617.1406(2), and thus under such Section 617.1406(2) any such plan of distribution as provided herein may be adopted by a majority vote of the Board of Directors of the Corporation at this Special Meeting

OPERATIVE PROVISIONS AND RESOLUTIONS

NOW, THEREFORE, it is hereby resolved as follows:

1. All of the foregoing recitals and preambles are hereby confirmed, accepted, approved and ratified, and otherwise incorporated by reference into this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation.

2. This Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation is not inconsistent with either the Florida Not For Profit Corporation Act or the Articles of Incorporation of the Corporation, and shall not otherwise be implemented in any manner in violation of the Florida Not For Profit Corporation Act or the Articles of Incorporation of the Corporation.

3. All liabilities and obligations of the Corporation shall be paid or discharged, or adequate provisions shall be made therefore.

4. Without limiting the foregoing Section 3, the Corporation shall pre-pay all reasonably anticipated expenses, liabilities or obligations of the Corporation, including, but not limited to, accounting fees for the preparation of the final Internal Revenue Service Form 990, by no later than June 30, 2016.

5. After giving effect to the foregoing Sections 3 and 4 of this Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation, the Corporation shall distribute all of its assets to "Family Health Centers of Southwest Florida, Inc.," which corporation is engaged in activities for or with respect to charitable, religious, eleemosynary, benevolent, educational or similar purposes, consistent with Florida Statutes Section 617.1406(3)(c) and the Articles of Incorporation of the Corporation.

6. The Chairman of the Corporation shall execute and file Articles of Dissolution with the Florida Department of State by no later than June 30, 2016, effective as of June 30, 2016.

7. The Corporation shall avail itself of the procedures with respect to unknown claims provided for by Florida Statutes Section 617.1407(1)(a).

8. As of June 30, 2016, the Corporation shall not hold any funds or monies in any of its accounts.

9. The Chairman of the Corporation shall take such other actions and shall execute and deliver such other documents and instruments as may be necessary or advisable to effect and carry out this Plan or Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation.

This Plan of Distribution of Assets, and Complete Liquidation and Dissolution of the Corporation is hereby approved and adopted at the Special Meeting of the Board of Directors of the Corporation on the 6th day of August, 2015.