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A Professional Corporation

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June 1, 2000

Private & Confidential: For Addressee Only

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via FedEx Overnight Delivery

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -2 AM 8:49

Re: Dissolution of the North Central Florida Medical Network, Inc.

To Whom It May Concern:

I enclose the following:

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-06/02/00--01051--001
*****35.00 *****35.00

- 1) Articles of Dissolution of the North Central Florida Medical Network, Inc.;
- 2) An authenticated copy of the corporate resolution by the North Central Florida Medical Network Board adopting a plan of liquidation; and
- 3) A check, in the amount of \$35.00, as filing fee.

Please return a confirmation of the dissolution to my attention. If you should have any questions, please do not hesitate to contact me directly.

Finally, thank you for your prompt attention to this matter.

Sincerely yours,


Scott David Krueger

enclosures

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Ud/d's
Spayre
6/12/00

**ARTICLES OF DISSOLUTION
OF
North Central Florida Medical Network, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 JUN -2 AM 8:50

Pursuant to Section 617.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

- FIRST: The name of the Corporation is North Central Florida Medical Network, Inc.
- SECOND: The dissolution was authorized on March 2, 2000.
- THIRD: The dissolution was approved by a majority vote of its board of directors then in office, and by a majority of its members by written consent executed in accordance with Section 617.0707 of the Florida Statutes, such consent being sufficient for approval pursuant to law.
- FOURTH: These articles of dissolution take effect on March 24, 2000.

Dated this 18 day of May, 2000.

North Central Florida Medical Network, Inc.

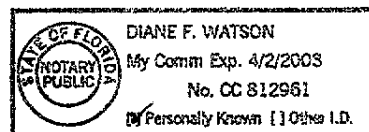
By: [Signature]
James V. Freeman
Its: Executive Board Director

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 18 day of May, 2000, by James V. Freeman, as Executive Board Director of the North Central Florida Medical Network, Inc., a Florida Not-For-Profit corporation, on behalf of said corporation. Such person is personally known to me (yes ☒ no ☐) or produced _____ as identification.

(SEAL)

Diane F. Watson
Print Name: Diane F. Watson
Notary Public, State of Florida at Large.
My Commission Expires:



**NORTH CENTRAL FLORIDA MEDICAL NETWORK, INC.
BOARD RESOLUTION
ADOPTING PLAN OF LIQUIDATION**

AUTHENTICATED COPY OF CORPORATE RESOLUTION

I, Michael Webb, Secretary of the North Central Florida Medical Network, Inc., a Florida not-for-profit corporation (the "Corporation"), do hereby certify that the following is a true and correct copy of a resolution adopted by the Directors of the Corporation by written action effective on the 2nd day of March, 2000, all in accordance with the Corporation's articles of incorporation and bylaws, and the laws of the State of Florida:

The Board of Directors of the North Central Florida Medical Network, Inc., a Florida corporation, by written action, took the following action, all pursuant to Section 617 of the Florida Statutes.

RESOLVED, that the Corporation be dissolved, and dissolution be submitted to the members for their approval, to take effect upon approval by a majority consent of the members;

RESOLVED, that the plan for Authorization For Dissolution and Liquidation, a copy of which is attached to this resolution, be approved.

Made effective on this 2nd day of March, 2000.

I FURTHER CERTIFY that the above Directors Resolution was duly enacted by the Board of Directors called for that purpose and in accordance with the Articles and By-Laws of the Corporation and the Statutes of the State of Florida; that the Directors of the Corporation have full power and authority to bind the Corporation pursuant thereto, and that the Resolution is in full force and effect and has not been altered, modified or rescinded.

IN WITNESS WHEREOF, I have affixed my name as Secretary of this Corporation and have affixed the corporate seal of the Corporation this 22nd day of May, 2000.



Denise Hoffmann
My Commission CC858885
Expires July 27, 2003

Secretary-Michael Webb

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 22nd day of May, 2000, by Michael Webb, as Secretary of the North Central Florida Medical Network, Inc., a Florida Not-For-Profit corporation, on behalf of said corporation. Such person is personally known to me (yes ☒ no ☐) or produced _____ as identification.

(SEAL)



Denise Hoffmann
My Commission CC858685
Expires July 27, 2003

Denise Hoffmann

Print Name: Denise Hoffmann
Notary Public, State of Florida
at Large.

My Commission Expires: 7/27/2003

**PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS OF
North Central Florida Medical Network, Inc.**

Authorization for Dissolution and Liquidation

1. On March 2, 2000, the Board of Directors of the Corporation adopted a resolution that the Corporation be dissolved.

Approval and Adoption of the Plan

2. The Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and of its members that the liquidation of the Corporation and the distribution of its assets be made pursuant to a formal, written plan of distribution and liquidation under which North Central Florida Medical Network, Inc. shall be completely dissolved and liquidated, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed in accordance with Article XII of the corporation's bylaws, as follows:

After paying or making provision for the payment of all the liabilities of the Corporation, the Board of Directors shall, by majority action, dispose of all of the assets of the Corporation by transferring such assets to a not-for-profit organization which seeks to assist and promote the interests of health care professionals in Florida similar to the manner the corporation had acted while incorporated to assist and promote their members' interests. The decision of the Board of Directors shall be absolute and final.

In the event the Board is unable to reach a satisfactory organization described above, any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

Cessation of Business

3. After the effective date of adoption of liquidation of the Corporation, the Corporation shall cease to carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution.

Sale of Assets

4. The Board of Directors is authorized to sell any and all assets of the Corporation, and take all other actions appropriate to the liquidation of the Corporation, including retaining legal counsel and other professional consulting services to address any outstanding liabilities and contingent liabilities.

Payment of Debts and Liabilities

5. Prior to making any distribution of corporate assets to another organization, the Board of Directors and the officers shall pay all of the known or ascertainable debts and liabilities of the Corporation, except for payment of those debts and liabilities the Board believes in good faith are not valid claims against the Corporation. The Board may retain assets until such time as the Board of Directors is necessary to carry out the purposes of this provision, and the Board of Directors is expressly authorized to enter any compromises or settlements of disputed claims which it believes appropriate.

Powers of Directors and Officers

6. The Board of Directors and the officers of the Corporation shall carry out the provisions of this plan and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.