

USF Physicians Group

University of South Florida College of Medicine

Bryan S. Burgess, J.D., M.P.H.
Executive Advisor

3500 ... Suite 530
Tampa, Florida 33613
(813) 974-8420 FAX (813) 974-8487

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May 15, 2000

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

RE: Dissolution of University of South Florida (USF) Physicians Group, Inc.

Dear Sir or Madam:

Please find enclosed for filing with the Department of State a copy of Articles of Dissolution of University of South Florida (USF) Physicians Group, Inc., a Florida non-profit corporation together with a check for \$35 in payment of the filing fee.

Thank you.

Sincerely,

Bryan Burgess

Bryan S. Burgess
Executive Advisor

BSB:dh

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Enclosure (2)

FILED
00 MAY 18 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION
OF
UNIVERSITY OF SOUTH FLORIDA (USF) PHYSICIANS GROUP, INC.**

University of South Florida (USF) Physicians Group, Inc., a Florida not for profit corporation (the "Corporation"), is hereby dissolved under the laws of the State of Florida.

**ARTICLE I
Name**

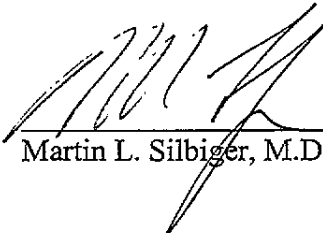
The name of the Corporation is: University of South Florida (USF) Physicians Group, Inc.

**ARTICLE II
Dissolution Authorized**

The members of the Corporation are not entitled to vote on dissolution. Dissolution was authorized by resolution of the Corporation's Board of Directors, on April 24, 2000 in accordance with Florida Statutes Section 617.402. Of the 32 directors in office on April 24, 2000, 22 voted in favor of [1 abstained, and 0 voted against] the resolution. The vote was sufficient to pass the resolution.

Dated this 24th day of April, 2000

By:



Martin L. Silbiger, M.D., Chairperson

FILED
00 MAY 28 AM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESOLUTION
OF THE BOARD OF DIRECTORS
OF
UNIVERSITY OF SOUTH FLORIDA (USF) PHYSICIANS GROUP, INC.**

WHEREAS, the Directors have reviewed, considered, and carefully evaluated the proposed formal dissolution of the Corporation under the Florida Not For Profit Corporation Act; and

WHEREAS, after thorough study, discussion, and consideration, the Directors have determined that it is advisable and in the best interests of the Corporation and its members that the Corporation dissolve and that the assets of the Corporation be distributed in accordance with the terms of the Articles of Incorporation and the attached Plan of Distribution of Assets;

NOW, THEREFORE, BE IT RESOLVED, that the Plan of Distribution of Assets is adopted; and

RESOLVED FURTHER, that the dissolution of the Corporation is hereby approved, and that the officers of the Corporation are hereby authorized and directed to take any and all actions deemed necessary or desirable to effectuate the dissolution of the Corporation, as set forth in the Plan of Distribution of Assets.

FILED

MAY 18 AM 9:16
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

**PLAN OF DISTRIBUTION OF ASSETS OF
UNIVERSITY OF SOUTH FLORIDA (USF) PHYSICIANS GROUP, INC.**

WHEREAS, it is deemed advisable and in the best interests of University of South Florida (USF) Physicians Group, Inc., a Florida not for profit corporation (the "Corporation"), to wind up the affairs of the Corporation and to completely dissolve the Corporation in accordance with Section 617.1402 of the Florida Statutes;

NOW, THEREFORE, the Corporation adopts the following plan of distribution of assets (the "Plan"):

1. The Board of Directors of the Corporation shall pay or make provision for the payment of all the lawful debts and liabilities of the Corporation.
2. The Board of Directors shall effect the return, transfer, or conveyance of any assets held by the Corporation on condition that requires the return, transfer, or conveyance upon the dissolution of the Corporation.
3. The Board of Directors of the Corporation shall distribute all of the remaining assets of the Corporation to the University of South Florida Foundation, Incorporated, which qualifies as a nonprofit organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in sections 170(c)(2) and 501(c)(3) of the Code, for use only by the University of South Florida College of Medicine.
4. The officers of the Corporation are authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including, without limitation, the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate this Plan.
5. Upon distribution of all of the assets of the Corporation in complete dissolution, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return for the Corporation.

FILED
00 MAY 18 AM 9:16
CLERK OF SUPERIOR COURT
ALACHUA COUNTY, FLORIDA

**CERTIFICATE OF SECRETARY OF
UNIVERSITY OF SOUTH FLORIDA (USF) PHYSICIANS GROUP, INC.**

On this 24th day of April, 2000, the undersigned, as Secretary of University of South Florida (USF) Physicians Group, Inc., a Florida not for profit corporation, hereby certifies that attached hereto is a true and correct copy of the Plan of Distribution of Assets of University of South Florida (USF) Physicians Group, Inc. that was adopted by its Board of Directors as of April 24, 2000. The Plan of Distribution of Assets was adopted by a majority of the Board of Directors and complies with Section 617.1406 (2) of the Florida Statutes.

A handwritten signature in cursive script, appearing to read "Robert A. Clark", written in black ink.

Name: Robert A. Clark, M.D., MBA
Title: Secretary