

N96000002075

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August 15, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Reg/Cert Mail #7000 0520 0017 9210 3359

RE: Plan of Distribution of Assets of the Palm Beach Alzheimer's Care Association, Inc., a Florida Non Profit, Document Number N96000002075, administratively dissolved 9/26/97

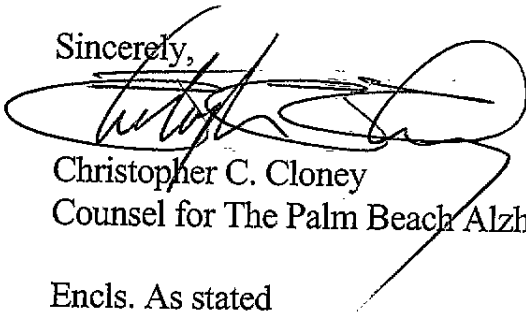
To Whom It May Concern:

Enclosed please find the original Officer Certification of Compliance executed by Dr. Kelly as President of the Palm Beach Alzheimer's Care Association, Inc. together with a copy of the plan adopted pursuant to Florida Statute § 617.1406(1) (executed in counterparts by all three directors) and a copy of the Unanimous Consent (also executed in counterparts by all of the Members.)

Also enclosed is check number 9345 in the amount of \$43.75 in payment of the filing fee and a certified copy of the documents filed.

Thank you for your assistance.

Sincerely,



Christopher C. Cloney
Counsel for The Palm Beach Alzheimer's Care Association, Inc.

Encls. As stated
CC: Dr. Kelly

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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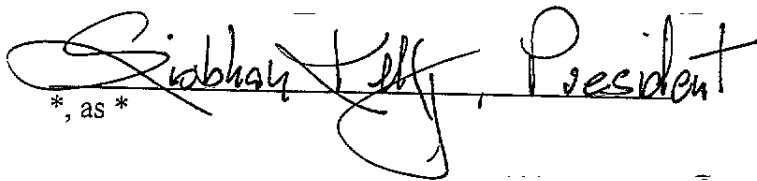
FILED

Plan of Dist. of Assets
KRB 8-27
(9)

OFFICER CERTIFICATION OF COMPLIANCE WITH F.S. § 617.1406(4)
PLAN FOR DISTRIBUTION OF ASSETS OF
PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC.

The undersigned, as officer of the PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC. (hereinafter "the Corporation") hereby files a copy of the plan of distribution of assets adopted by the members of PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC. and certifies that the Corporation, its board, and the members, complied with the requirements of § 617.1406(1) in the adoption of the subject plan of distribution of assets.

Dated: June 15, 2001

 President
*, as *

FILED
01 AUG 20 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Version One

BOARD OF DIRECTORS RESOLUTION ADOPTING
PLAN FOR DISTRIBUTION OF ASSETS OF

PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC.

The undersigned, as the directors of the PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC. (hereinafter "the Corporation") hereby adopt this resolution recommending a plan of distribution and directing its submission to a vote of the members as provided in Florida Statute 617.1406 and state:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Whereas, each of the directors hereby waives notice of this proceeding;

Whereas, the Corporation was administratively dissolved on September 26, 1997 for failure to file its annual report. As provided by Florida Statute 617.1421(3) the Corporation continues its corporate existence but may not conduct any affairs except that necessary to wind up and liquidate its affairs under Florida Statute 617.1405 and adopt a plan of distribution of assets pursuant to Florida Statute 617.1406;

Whereas, Article XV of the Articles of Incorporation of Palm Beach County Alzheimer's Care Association, Inc. provides as follows:

Upon the dissolution of the Corporation, the Members shall, after paying or making provision for the payment of all other liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Members shall determine. Any such assets not 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 purpose or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purpose.

Whereas, Florida Statute 617.1406 states that a plan of distribution of assets must provide that:

- a. All liabilities and obligations of the corporation be paid in discharged, or adequate provisions be made therefor;
- b. 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;
- c. 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, to be transferred or conveyed to one or more domestic or foreign corporations, trust, societies, organizations engaged in activity substantially

Version One

- similar to those of the dissolving corporation, as provided in the plan of distribution of assets;
- d. Other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent of the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes and members, or provide for distribution to others; and
 - e. Any remaining assets be distributed to such persons, trust, societies, organizations, or domestic or foreign corporations, whether perfect for profit or not-for-profit, as specified in the plan of distribution of assets.

Whereas, the current assets of the Corporation consist solely of the funds held in the corporate account(s) located at the US Trust Company of Florida in the approximate total amount of Twenty-five Thousand Dollars (balance(s) as of June 1, 2001.

Whereas, all liabilities and obligations of the corporation have been paid or discharged, except for current fees owing to Cloney & Malloy, P.A. as legal counsel for the Corporation, and to Geronemus & Langford, P.A. , CPAs for the Corporation.

Whereas, The Alzheimer's Association Southeast Florida Chapter is an exempt organization under section 501 (c)(3) of the Internal Revenue Code engaged in activity substantially similar to those of the Corporation as contemplated in Article IV – Purpose – of the Articles of Incorporation of the Corporation.

Whereas the Members, Officers and Directors of the Corporation are as set forth below:

Members	Directors	Officers
Patrick S. Sweeney	Patrick S. Sweeney	Patrick S. Sweeney (Treasurer)
Father Edward Doherty	Father Edward Doherty	Father Edward Doherty (Secretary)
Dr. Siobhan Kelly	Dr. Siobhan Kelly	Dr. Siobhan Kelly (President)

RESOLVED: The Board of Directors adopts this resolution recommending the following plan of distribution be submitted to a vote by the Members

1. All liabilities and obligations of the corporation be paid and discharged by the President.
2. The assets of the Corporation, consisting solely of cash deposits as set forth above, be transferred to The Alzheimer's Association Southeast Florida Chapter for use in accordance with the Purposes statement set forth in Article IV of the Articles of PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC
3. That a copy of the plan of distribution of assets, authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the requirements of Florida Statute 617.1406 (1) be filed with the Department of State, State of Florida.
4. That a copy of this resolution, together with the written approval of same by the directors, be recorded in the Minute Book of the Corporation.

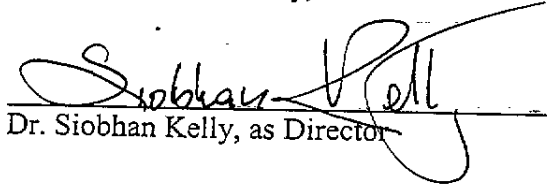
Version One

Dated: June 11, 2001

Patrick S. Sweeney, as Director



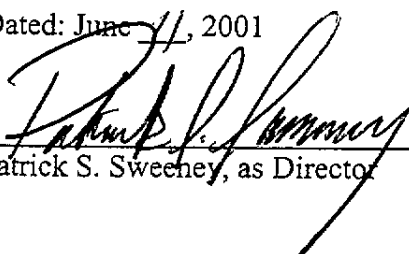
Father Edward Doherty, as Director



Dr. Siobhan Kelly, as Director

Version One

Dated: June 11, 2001



Patrick S. Sweeney, as Director

Father Edward Doherty, as Director

Dr. Siobhan Kelly, as Director

UNANIMOUS CONSENT OF THE MEMBERS OF THE PALM BEACH COUNTY
ALZHEIMER'S CARE ASSOCIATION, INC. ADOPTING
PLAN FOR DISTRIBUTION OF ASSETS.

The undersigned, as all of the Members of the PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC., (hereinafter "the Corporation") hereby adopt the plan of distribution proposed by the Board of Directors as provided in Florida Statute 617.1406 and state:

The undersigned are all of the Members of the Corporation entitled to vote on the plan of distribution.


Each of the Members hereby waives notice of this proceeding after careful review of the Resolution of the Directors dated June 11, 2001 setting forth and recommending the plan of distribution of the assets of the Corporation.

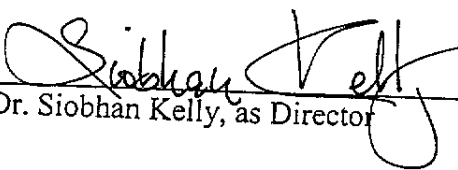
Each of the Members approves the following plan of distribution of the assets of the Corporation:

1. All liabilities and obligations of the corporation be paid and discharged by the President.
2. The remaining assets of the Corporation be transferred to Alzheimer's Assoc. Southeast Florida Chapter for use in accordance with the Purposes statement set forth in Article IV of the Articles of PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC
3. That a copy of the plan of distribution of assets, authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the requirements of Florida Statute 617.1406 (1) be filed with the Department of State, State of Florida.
4. That a copy of this consent be recorded in the Minute Book of the Corporation.

Dated: June 11, 2001

Patrick S. Sweeney, as Director


Father Edward Doherty, as Director


Dr. Siobhan Kelly, as Director

UNANIMOUS CONSENT OF THE MEMBERS OF THE PALM BEACH COUNTY
ALZHEIMER'S CARE ASSOCIATION, INC. ADOPTING
PLAN FOR DISTRIBUTION OF ASSETS.

The undersigned, as all of the Members of the PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC., (hereinafter "the Corporation") hereby adopt the plan of distribution proposed by the Board of Directors as provided in Florida Statute 617.1406 and state:

The undersigned are all of the Members of the Corporation entitled to vote on the plan of distribution.

Each of the Members hereby waives notice of this proceeding after careful review of the Resolution of the Directors dated JUNE 11, 2001 setting forth and recommending the plan of distribution of the assets of the Corporation.

Each of the Members approves the following plan of distribution of the assets of the Corporation:

1. All liabilities and obligations of the corporation be paid and discharged by the President.
2. The remaining assets of the Corporation be transferred to Alzheimer's Asso. Southeast Florida Chapter for use in accordance with the Purposes statement set forth in Article IV of the Articles of PALM BEACH COUNTY ALZHEIMER'S CARE ASSOCIATION, INC
3. That a copy of the plan of distribution of assets, authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the requirements of Florida Statute 617.1406 (1) be filed with the Department of State, State of Florida.
4. That a copy of this consent be recorded in the Minute Book of the Corporation.

Dated: June 11, 2001


Patrick S. Sweeney, as Director

Father Edward Doherty, as Director

Dr. Siobhan Kelly, as Director