

N96000002655

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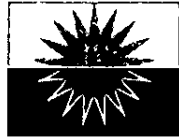
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AMERICAN BOARD OF  
**Hospice & Palliative  
Medicine**

*Setting the Standard for Excellence in Hospice and Palliative Medicine*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations  
Florida Department of State

**SUBJECT:** American Board of Hospice and Palliative Medicine, Inc.

**DOCUMENT NUMBER:** Articles of Dissolution and Plan of Distribution

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

Please return all correspondence concerning this matter to the following:

Contact person: Dale Ellen Lupu  
Company: American Academy of Hospice and Palliative Medicine  
Address: 4700 W. Lake Ave.  
Address: Glenview, IL 60025

For further information concerning this matter, please call:

Dale Ellen Lupu at 301-439-8001

or

Steve Smith at 847-375-4712

Enclosed is a check for the following amount:

\$43.75 Filing Fee and Certificate of Status

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:  
American Board of Hospice and Palliative Medicine, Inc.

SECOND: The document number of the corporation (if known): N96000002655

THIRD: Adoption of Dissolution  
(Complete Section I or II)

**SECTION I**

**If the corporation has members entitled to vote:**

The date of the meeting of members at which the resolution to dissolve was adopted  
February 16, 2007

(CHECK ONE)

The number of votes cast for dissolution was sufficient for approval.

The resolution was adopted by written consent and executed in accordance with  
617.0701, Florida Statutes.

**SECTION II**

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

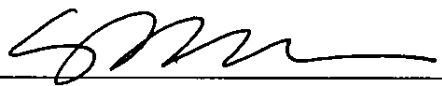
The corporation has no members or members entitled to vote on the dissolution.

The date of adoption of the resolution by the board of directors was \_\_\_\_\_.

The number of directors in office was \_\_\_\_\_ and the vote for resolution was

\_\_\_\_\_ for and \_\_\_\_\_ against. (must be a majority vote)

FOURTH: Effective date of dissolution if applicable: March 31, 2007  
(no more than 90 days after dissolution file date)

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.)

Russell K Portenoy  
(Typed or printed name of the person signing)

Chairman of Board of Trustees  
(Title of person signing)

**FILING FEE: \$35**

**American Board of Hospice and Palliative Medicine, Inc.**

**Resolutions Authorizing Dissolution of Corporation**

February *16*, 2007

WHEREAS, the Corporation has achieved its goals of the recognition of Hospice and Palliative Medicine by the Accreditation Council for Graduate Medical Education and the establishment of Certification by Boards of the American Board of Medical Specialties in this medical discipline; and

WHEREAS the Corporation has entered into an agreement in principle to be documented in the Agreement attached to the Plan of Voluntary Dissolution referred to below providing for the American Academy of Hospice and Palliative Medicine to continue to support the Certifications issued by the Corporation and to carry out the other missions of the Corporation and;

WHEREAS, the Board of Trustees has deemed it advisable and determined it to be in the best interests of the Corporation that the Corporation be voluntarily dissolved;

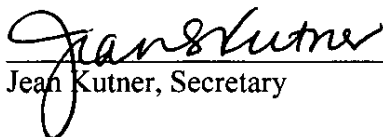
NOW THEREFORE, be it

RESOLVED: That the voluntary dissolution of the Corporation as set forth in the form of the Plan of Voluntary Dissolution and Distribution of Assets, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the Florida Secretary of State, Articles of Voluntary Dissolution in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

The undersigned Secretary of the Corporation, organized and existing under the laws of the State of Florida certifies that the foregoing resolutions were duly adopted at a meeting of the Board of Trustees of the Corporation held on the *16<sup>th</sup>* day of February, 2007 at which meeting a quorum was at all times present and acting; that the passage of said resolutions was in all respects legal; and that said resolutions are in full force and effect.

Dated this *16* day of February, 2007.

  
\_\_\_\_\_  
Jean Kutner, Secretary

(CORPORATE SEAL)

## **AGREEMENT**

THIS AGREEMENT made as of the date of Effective Date (as defined below) by and between the American Board of Hospice and Palliative Medicine ("ABHPM"), a Florida non-profit corporation with offices at 9200 Daleview Court, Silver Springs, Maryland 20901, and the American Academy of Hospice and Palliative Medicine (the "Academy"), a Florida non-profit corporation with offices at 4700 W. Lake Avenue, Glenview, Illinois 60025.

### **Background of the Agreement**

A. ABHPM was incorporated in 1996 for the purpose of promoting excellence in the delivery of medical care to all patients with advanced progressive illness through the development of standards for training and practice in palliative medicine. Since that time, ABHPM has awarded its certification to physicians who have fulfilled its standards for experience and training in hospice and palliative medicine and who have passed an examination established by ABHPM.

B. Since its inception, ABHPM has worked to legitimize the physician discipline of hospice and palliative medicine and to achieve recognition by the American Board of Medical Specialties ("ABMS") and the accreditation of training by the Accreditation Council of Graduate Medical Education ("ACGME"). In 2006, the ACGME voted to accredit fellowship training programs and the ABMS voted to approve the subspecialty certification in hospice and palliative medicine.

C. ABHPM now desires to dissolve and to distribute its assets to the Academy for the purpose of supporting the transition of the certification process from ABHPM to ABMS, supporting the academic needs of the field of hospice and palliative medicine and promoting excellence in the quality of care that is being provided by physicians in this field.

D. The Academy desires to accept the distribution of ABHPM's assets and to devote them for the purposes stated above.

E The ABHPM and the Academy desire to carry out the foregoing goals on the terms set forth below.

### **Terms of the Agreement**

In consideration of the foregoing and the mutual covenants contained herein, and intending to be legally bound hereby, ABHPM and the Academy agree as follows:

1. ABHPM shall adopt a Plan of Dissolution (the "Plan") in the form appended hereto as Exhibit A and, after making payment of its known debts and obligations in accordance with the Plan, shall distribute its remaining assets to the Academy.

2. Following distribution by ABHPM of its remaining assets to the Academy as contemplated by the Plan and paragraph 1 above, the Academy shall pay any obligations or liabilities of the former ABHPM officers or trustees (including without limitation reasonable attorneys fees and costs of defense of claims) to the extent arising at any time prior to December 31, 2008 in connection with or as a result of actions taken by or on behalf of ABHPM prior to the aforesaid distribution or in furtherance of the Plan; provided, that the Academy shall have no obligation to pay more than \$40,000 in the aggregate pursuant to this Section 2, or to pay any such amounts in respect of actions not taken in good faith, and, further provided, that the Academy is not assuming, and shall not be deemed to assume, any liabilities of ABHPM by virtue of this Agreement or otherwise.

3. ABHPM assigns to the Academy, and the Academy accepts from ABHPM, its rights and responsibilities with respect to the ABHPM Web site and to the database of individuals whom ABHPM has certified ("Diplomates"). The Academy will support the ABHPM certificates in accordance with the policy titled "Support of ABHPM Board

Certificates" appended hereto as Exhibit B under the rules and regulations established by ABHPM with respect to Diplomates.

4. The Academy shall carry out the ABHPM Legacy Project substantially as described and substantially in the manner set forth the document with that title approved by the AAHPM Board on December 8, 2006 (appended hereto as Exhibit C). As stated therein, AAHPM will establish the position of Vice President of Professional Development and appoint Dr. Dale Lupu to that position to perform the functions described in the AAHPM Position Description for the Vice President for Professional Development (appended hereto as Exhibit D), subject to the terms of a memo of understanding between Dr Lupu, as an independent consultant, and AAHPM.

5. In accordance with Florida law pertaining to dissolved corporations, ABHPM acting through its Board of Trustees shall retain the right to enforce this Agreement after the corporate dissolution of ABHPM.

6. Any dispute arising or relating to this Agreement shall be resolved by binding arbitration under the Commercial Arbitration Rules of the American Arbitration Association.

7. This Agreement shall be effective on the date (the "Effective Date") which is five days after the results of an audit of the financial records of ABHPM by [Accounting Firm] are provided to the Academy, provided that the Academy shall not have been previously objected thereto on reasonable and appropriate grounds, in a writing delivered to ABHPM, and ABHPM shall have thereafter filed or caused to be filed Articles of Dissolution (or similar) with the Secretary of State of Florida in furtherance of the dissolution of ABHPM as a Florida corporation; provided, however, that in the event that the Effective Date does not occur within [ninety (90)] days after the date hereof, then this Agreement shall automatically terminate and be



of no further force or effect. For purposes of the above, "reasonable and appropriate grounds" shall mean the finding through the audit of the existence of currently unknown or unanticipated liabilities of ABHPM which frustrate generally the intents and purposes of the transactions hereby contemplated.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on their behalf on the dates written below.

Attest:

Dale Lynn

AMERICAN BOARD OF HOSPICE AND  
PALLIATIVE MEDICINE

By: [Signature]

Dated: 12/18/07

Attest:

JG Macosacki

AMERICAN ACADEMY OF HOSPICE  
AND PALLIATIVE MEDICINE

By: [Signature]

Dated: 12/21/07

**Exhibit A: Plan of Dissolution**

**AMERICAN BOARD OF HOSPICE AND PALLIATIVE MEDICINE, INC.**

**PLAN OF VOLUNTARY DISSOLUTION  
AND DISTRIBUTION OF ASSETS**

**American Board of Hospice and Palliative Medicine, Inc.**, a Florida not-for-profit corporation, having its principal office in Florida at Tampa, Florida (hereinafter referred to as the "Corporation"), hereby adopts the following plan for the voluntary dissolution of the Corporation and the distribution of its assets pursuant to the requirements of its Articles of Incorporation.

FIRST: The Corporation shall be dissolved and its assets distributed to the American Academy of Hospice and Palliative Medicine pursuant to the Agreement between the American Board of Hospice and Palliative Medicine, Inc. ("ABHPM"), and American Academy of Hospice and Palliative Medicine ("Academy"), a copy of which Agreement ("Agreement") is attached hereto.

SECOND: The Corporation, in compliance with Sections 617.1402, 617.1403 and 617.1406, Florida Statutes, shall

- a. Submit a resolution to its board of trustees for approval of this Plan of Voluntary Dissolution;
- b. Adopt a plan providing for the distribution of assets as provided by the Corporation's Articles of Incorporation and Bylaws.
- c. Pay and discharge all liabilities, debts and obligations of the Corporation;
- d. If any assets of the Corporation are held under restrictions requiring return, transfer or conveyance, cause such assets to be returned, transferred or conveyed in accordance with such restrictions;
- e. If any assets of the Corporation are held subject to limitations permitting their use by certain organization, cause such assets to be transferred to such organizations; and
- f. Pursuant to Article Eleven of the Corporation's Articles of Incorporation and Article Fourteen of the Corporation's Bylaws, transfer and distribute all of the assets of the Corporation to Academy, a Section 501(c)(3) organization, pursuant to the terms of the Agreement.

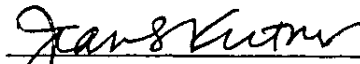
THIRD: The Corporation shall file Articles of Dissolution with the Florida Secretary of State together with the payment of required filing fees.

This Plan of Voluntary Dissolution and Distribution of Assets is adopted by the Board of Trustees of the Corporation this     day of February, 2007.

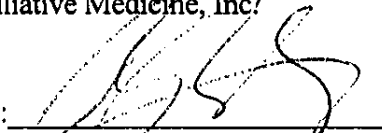
This Plan of Voluntary Dissolution and Distribution of Assets is adopted by the Board of Trustees of the Corporation this 16 day of February, 2007.

Attest:

American Board of Hospice and  
Palliative Medicine, Inc?

  
\_\_\_\_\_  
Jean Kutner, Secretary

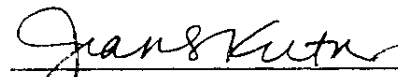
By:

  
\_\_\_\_\_  
Russell K. Portenoy, President

**CERTIFICATE OF OFFICER  
PURSUANT TO SECTION 617.1406(4)  
FLORIDA STATUTES**

I, Jean Kutner, the undersigned, Secretary of American Board of Hospice and Palliative Medicine, Inc., a Florida Not-for-Profit corporation, do hereby certify to the Florida Department of State that (a) by resolutions at a meeting on February , 2007 by Section 617.1406(1) of the Florida Statutes, the members of the Board of Trustees (who are also the only members) of the said Corporation, adopted the above Plan of Voluntary Dissolution and Distribution of Assets which was recorded in the minute book of said Corporation, kept by me, (b) such resolutions and Plan are in accord with and pursuant to the Articles of Incorporation, Charter and Bylaws of said Corporation, and (c) such resolutions and Plan are now in full force and effect and have not been revoked or amended in any manner:

IN WITNESS WHEREOF, I have hereunto subscribed my name and the seal of the Corporation this 16 day of February, 2007

  
\_\_\_\_\_  
Jean Kutner, Secretary (SEAL)