

HOLLAND & KNIGHT

315 SOUTH CALHOUN STREET

Tallahassee, Florida 32301

224-7000

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- (Corporation Name)

(Document #)

(Corporation Name)

(Document 7)

(Corporation Name:

(Document =)

(Corporation Name)

(Darius =)

☒ Walker.

☒ Pick up time

2.00

☒ Certified Copy

☐ Mail out

☐ Will wait☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Private
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A. Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

Filing Articles of Dissolution

600002797206--0
-03/08/99--01039--024
*****43.75 *****43.75

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Restatement
	Trademark
	Other

RECEIVED
99 MAR -8 AM 11:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/8/99

ARTICLES OF DISSOLUTION FOR
CHILDREN'S THERAPY CENTER, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

99 MAR -8 PM 1:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is CHILDREN'S THERAPY CENTER, INC., a Florida corporation not-for-profit. The Charter number of this corporation on file with the Secretary of State, State of Florida, is N97000003384

2. The sole member of this corporation adopted the resolution to dissolve the corporation on February 25, 1999.

3. The number of votes cast for dissolution was sufficient for approval. One hundred percent of the votes were cast in favor of dissolution.

DATED this 25th day of February, 1999.

CHILDREN'S THERAPY CENTER, INC.

By J. Dennis Sexton
J. Dennis Sexton, President

**RESOLUTIONS OF
ALL CHILDREN'S HEALTH SYSTEM, INC.**

WHEREAS, the Board of Directors of Children's Therapy Center, Inc. has adopted a Resolution to dissolve Children's Therapy Center, Inc. and has recommended that All Children's Health System, Inc. as the sole member of Children's Therapy Center, Inc. approve and adopt the Resolution to dissolve Children's Therapy Center, Inc; and

WHEREAS, the Board of Directors of Children's Therapy Center, Inc. has adopted a Plan of Distribution of Assets, a copy of which is attached hereto as Exhibit A and made a part hereof, and the Board of Directors of Children's Therapy Center, Inc. has recommended to its sole member, All Children's Health System, Inc., that it adopt the Resolution approving said Plan of Distribution of Assets.

RESOLVED, that All Children's Health System, Inc., as the sole member of Children's Therapy Center, Inc. hereby believes that it is in the best interest of Children's Therapy Center, Inc. to dissolve said Corporation immediately and in accordance with Section 617.1402 of the Florida Statutes and hereby approves the dissolution of said Corporation.

FURTHER RESOLVED, that All Children's Health System, Inc., as the sole member of Children's Therapy Center, Inc., hereby adopts and approves the Plan of Distribution of Assets, a copy of which is attached hereto as Exhibit A, and made a part hereof.

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such other actions and steps as may be necessary or appropriate to carry out the intent and purposes of the foregoing Resolutions.

The undersigned hereby certifies that the foregoing Resolutions were approved by the Board of Directors of All Children's Health System, Inc., at a regular meeting of the Board of Directors, noticed and at which a quorum was present on February 25, 1999.

ALL CHILDREN'S HEALTH SYSTEM, INC.

**CORPORATE
SEAL**

By: 
John Dew, Secretary

Date: February 25, 1999

**PLAN OF DISTRIBUTION OF ASSETS OF
CHILDREN'S THERAPY CENTER, INC.**

This Plan of Distribution of Assets made this 25th day of February, 1999, between ALL CHILDREN'S HEALTH SYSTEM, INC., a Florida corporation not-for-profit (hereinafter called the "Sole Member") and CHILDREN'S THERAPY CENTER, INC., a Florida corporation not-for-profit (hereinafter called the "Corporation").

WHEREAS, the Member is the Sole Member of the Corporation; and

WHEREAS, the Member wishes to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the Florida Not For Profit Corporation Act.

NOW THEREFORE, the parties hereto hereby agree as follows:

1. The Sole Member approves, authorizes and consents to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in accordance with the Plan of Distribution of Assets set forth herein.
2. The Sole Member hereby authorizes the officers of the Corporation to file Articles of Dissolution with the Department of State of the State of Florida.
3. The Sole Member hereby resolves that all liabilities and obligations of the Corporation shall be paid and discharged or adequate provisions be made therefor.
4. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred or conveyed in accordance with such requirements.
5. Any 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, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

6. Any and all other remaining assets of the Corporation shall be distributed in accordance with the provisions of Article III, Section 3.3 of the Articles of Incorporation of Children's Therapy Center, Inc.

The parties hereto have caused this Plan of Distribution of Assets to be executed by their respective duly authorized officers as of the day and year first above written.

ALL CHILDREN'S HEALTH SYSTEM, INC.

By J. Dennis Sexton
J. Dennis Sexton, President

CHILDREN'S THERAPY CENTER, INC.

By J. Dennis Sexton
J. Dennis Sexton, President

CERTIFICATE


The undersigned, being the duly elected President of CHILDREN'S THERAPY CENTER, INC., a Florida corporation not-for-profit (the "Corporation"), does hereby certify as follows:

1. That the undersigned, as President of the Corporation, is authorized to give this Certificate which he makes based upon his personal knowledge.

2. That attached hereto as Exhibit "A" is a true and correct copy of the Plan of Distribution of Assets of the Corporation.

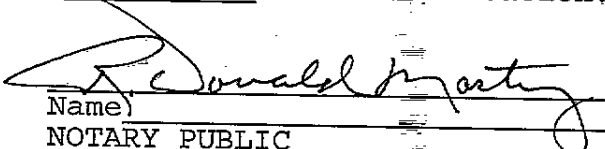
3. That the attach Plan of Distribution of Assets of the Corporation was adopted by the Corporation in full compliance and in accordance with the provisions of Florida Statute Section 617.1406(1) (1997).

4. That this Certificate is being provided pursuant to the provisions of Florida Statute Section 617.1406(4) (1997).


J. DENNIS SEXTON
President
Children's Therapy Center, Inc.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of February, 1999, by J. DENNIS SEXTON, as President of Children's Therapy Center, Inc., a Florida corporation not-for-profit, on behalf of the corporation. He is personally known to me ~~or produced~~ _____ as identification.


Name)
NOTARY PUBLIC
My Commission Expires:

STP1-251892



R. DONALD MASTRY
MY COMMISSION # CC465072 EXPIRES
May 23, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

**PLAN OF DISTRIBUTION OF ASSETS OF
CHILDREN'S THERAPY CENTER, INC.**

This Plan of Distribution of Assets made this 25th day of February, 1999, between ALL CHILDREN'S HEALTH SYSTEM, INC., a Florida corporation not-for-profit (hereinafter called the "Sole Member") and CHILDREN'S THERAPY CENTER, INC., a Florida corporation not-for-profit (hereinafter called the "Corporation").

WHEREAS, the Member is the Sole Member of the Corporation; and

WHEREAS, the Member wishes to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with the Florida Not For Profit Corporation Act.

NOW THEREFORE, the parties hereto hereby agree as follows:

1. The Sole Member approves, authorizes and consents to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in accordance with the Plan of Distribution of Assets set forth herein.
2. The Sole Member hereby authorizes the officers of the Corporation to file Articles of Dissolution with the Department of State of the State of Florida.
3. The Sole Member hereby resolves that all liabilities and obligations of the Corporation shall be paid and discharged or adequate provisions be made therefor.
4. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred or conveyed in accordance with such requirements.
5. Any 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, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

6. Any and all other remaining assets of the Corporation shall be distributed in accordance with the provisions of Article III, Section 3.3 of the Articles of Incorporation of Children's Therapy Center, Inc.

The parties hereto have caused this Plan of Distribution of Assets to be executed by their respective duly authorized officers as of the day and year first above written.

ALL CHILDREN'S HEALTH SYSTEM, INC.

By J. Dennis Sexton
J. Dennis Sexton, President

CHILDREN'S THERAPY CENTER, INC.

By J. Dennis Sexton
J. Dennis Sexton, President