

VITAS®

VITAS Healthcare Corporation
100 South Biscayne Boulevard
Miami, Florida 33131
Telephone 305 374 4143

September 24, 1999

INNOVATIVE HOSPICE CARE™

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

N 98000004689

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

Re: Dissolution of South Florida Hospice Care, Inc., a Florida not-for-profit corporation (the "Corporation")

200002998382--0
-09/27/99--01169--003
*****43.75 *****43.75

Dear Sir/Madam:

Please find enclosed for filing the following documents which are submitted in order to effect the dissolution of the above-referenced Corporation:

- Articles of Dissolution - Pursuant to Section 617.1403, Florida Statutes; and
- Copy of the South Florida Hospice Care, Inc. Unanimous Written Consent of the Board of Directors In Lieu of a Special Meeting (with Plan of Distribution of Assets attached) which authorizes the dissolution of the Corporation and approves the Plan of Distribution of Assets.

Also please find enclosed a check in the amount of \$43.75 made payable to the Department of State, Division of Corporations, to cover the filing fee for the Articles of Dissolution and the cost of a certified copy of the Articles of Dissolution.

Please be kind enough to return the certified copy of the Articles of Dissolution to the following person and address:

Robert D. Clark
Vice President and General Counsel
Vitas Healthcare Corporation
100 S. Biscayne Boulevard
Suite 1500
Miami, Florida 33131

FILED
99 SEP 27 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

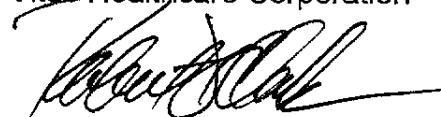
8pgs
vol dissol
AC
10-4-99

State of Florida
Division of Corporations
September 24, 1999
Page 2

Thank you for your attention to this matter, and please call the undersigned at (305) 350-6921 should you have any questions.

Sincerely,

Vitas Healthcare Corporation



Robert D. Clark
Vice President and General Counsel

enclosures

FILED
99 SEP 27 PM 2:32
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 is South Florida Hospice Care, Inc.

SECOND: 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 was
N/A

(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 with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was September 17, 1999

The number of directors in office was 3 and the vote for the resolution was 3 for and 0 against.

Signed this 17 day of September, 19 99

Signature 
(By the Chairman or Vice Chairman of the Board, President or other officer)

Hugh A. Westbrook

Typed or printed name

Chairman of the Board; President; and Chief Executive Officer
Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 27 PM 2:32

FILED

SOUTH FLORIDA HOSPICE CARE, INC.
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING

The undersigned, being all of the members of the Board of Directors (the "Board of Directors") of South Florida Hospice Care, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby adopt the following resolutions by unanimous consent:

WHEREAS, Section 617.1402(2) of the Florida Not-For-Profit Corporation Act (the "Act") provides that where a not-for-profit corporation has no members, the dissolution of the corporation may be authorized at a meeting of its board of directors by a majority vote of the directors then in office;

WHEREAS, Section 617.1406(2) of the Act provides that a plan of distribution of assets may be adopted at a meeting of the board of directors of a not-for-profit corporation by a vote of a majority of the directors in office;

WHEREAS, the Corporation has accomplished its intended purposes and has ceased activities; and

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation to dissolve and wind up its affairs and to adopt a plan of distribution of assets.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 617.1403 of the Act, the Corporation be dissolved;

RESOLVED FURTHER, that pursuant to Section 617.1406(3) of the Act, the assets of the Corporation be distributed pursuant to the plan of distribution of assets attached hereto as Exhibit A;

RESOLVED FURTHER, that the appropriate officers of the Corporation, or any one or more of them, be, and hereby are, authorized and directed to do all things, to take all actions and to execute, deliver, and file all documents and instruments, in the name and on behalf of the Corporation, as may be necessary or convenient in effecting the foregoing resolutions; and

RESOLVED FURTHER, that this consent may be signed in counterpane, each of which shall be an original and all of which together shall constitute and the same instrument.

99 SEP 27 PM 2:32
SECRETARY OF STATE
PALM BEACH, FLORIDA

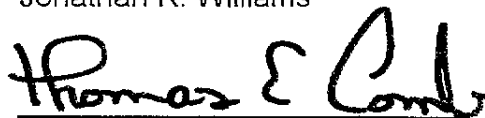
FILED

IN WITNESS WHEREOF, each member of the Board of Directors has executed this Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting as of the date set forth below.

Dated as of September 17, 1999.

Hugh A. Westbrook

Jonathan R. Williams




Thomas E. Combs

FILED
99 SEP 27 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each member of the Board of Directors has executed this Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting as of the date set forth below.

Dated as of September 17, 1999

Hugh A. Westbrook




Jonathan R. Williams

Thomas E. Combs

FILED
99 SEP 27 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each member of the Board of Directors has executed this Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting as of the date set forth below.

Dated as of September 17, 1999


Hugh A. Westbrook

Jonathan R. Williams

Thomas E. Combs

FILED
99 SEP 27 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

SOUTH FLORIDA HOSPICE CARE, INC.

100 South Biscayne Boulevard
Suite 1500
Miami, Florida 33131

Plan of Distribution of Assets

Pursuant to Section 617.1403 of the Florida Not-For-Profit Corporation Act (the "Act") and in accordance with Section 617.1406 of the Act, South Florida Hospice Care, Inc., a Florida not-for-profit corporation (the "Corporation"), the following plan of distribution of assets shall govern the distribution of the assets of the Corporation upon the dissolution of the Corporation:

1. First, all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;
2. Second, assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
3. Third, 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;
4. Fourth, other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the bylaws of the Corporation to the extent that the articles of incorporation or the bylaws provide for distribution to others; and
5. Fifth, any remaining assets shall be distributed to Vitas Healthcare Corporation.
6. Sixth, a copy of this Plan of Distribution of Assets authenticated by an officer of the Corporation and containing the officer's certificate of compliance with the requirements of Section 617.1406(2) of the Act shall be filed with the Florida Department of State as required under Section 617.1406(4) of the Act.

FILED
99 SEP 27 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA