

P96000015347

Thomas W. Ruggles, P.A.

Attorney and Counselor at Law
603 Indian Rocks Road
Belleair, FL 34616-2056

(813) 461-0420

Fax: (813) 461-5655

August 19, 1997

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

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*****35.00 *****35.00

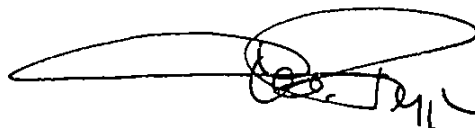
**RE: CORPORATE DISSOLUTION
SOUTHSIDE EMERGENCY PHYSICIANS, P.A. - DOCUMENT #P96000015347**

Gentlemen:

Enclosed are Articles of Dissolution for the above-referenced corporation which effectively dissolves the corporation as of August 31, 1997. Also enclosed is my firm check in the amount of \$35 for the dissolution fee.

Please send confirmation of the dissolution to me at the address listed above. If you should have any questions or in the event additional monies are due, please contact me at the above-listed telephone number. Thank you for your assistance in this matter.

Very truly yours,



THOMAS W. RUGGLES

TWR/kas

Enclosures

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32314

EFFECTIVE DATE
8-31-97

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1997

THOMAS W. RUGGLES, ESQ.
603 INDIAN ROCKS ROAD
BELLEAIR, FL 34616-2056

SUBJECT: SOUTHSIDE EMERGENCY PHYSICIANS, P.A.
Ref. Number: P96000015347

We have received your document for SOUTHSIDE EMERGENCY PHYSICIANS, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

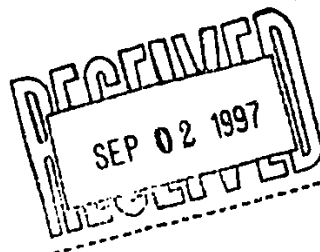
The attached dissolution complies with both Florida Statutes, 607.1401 and 607.1403. We have enclosed the dissolutions forms, please choose the correct type of dissolution according to Florida Statutes and resubmit only one document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 197A00043411



ARTICLES OF DISSOLUTION
OF
SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

EFFECTIVE DATE
8-31-97

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 607 and 621, Florida Statutes, the undersigned Corporation adopts for filing pursuant to law the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. Name. The name of the Corporation is SOUTHSIDE EMERGENCY PHYSICIANS, P.A.
2. Date Incorporated. The Corporation was incorporated on the 15th day of February, 1996, Florida Secretary of State Document #P96000015347.
3. Date Dissolution Authorized. The Corporation was duly authorized for dissolution on the 1st day of May, 1997, to be dissolved effective as of the 31st day of August, 1997.
4. Dissolution with Unanimous Approval of Shareholders. A copy of the resolution to dissolve is attached. That resolution was adopted by the unanimous vote and consent of the shareholders and directors of the Corporation on the 1st day of May, 1997.

5. Last Officers. The names and respective addresses of its last officers are:

<u>NAME</u>	<u>ADDRESS</u>
Beverly P. Wilcher, D.O. President	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709
Lloyd A. Tabb, M.D. Vice President/Secretary	3055 Oak Creek Drive Clearwater, FL 34621
June McMillan, M.D. Treasurer/Asst. Secretary	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709

6. Last Directors. The names and addresses of its last directors are:

<u>NAME</u>	<u>ADDRESS</u>
Beverly P. Wilcher, D.O.	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709
Lloyd A. Tabb, M.D.	3055 Oak Creek Drive Clearwater, FL 34621
June McMillan, M.D.	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709
Catherine A. Phillips, M.D.	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709

Robert Bonefeld, D.O.

5880 49th Street N., Suite N-202
St. Petersburg, FL 33709

Julio Zavala, M.D.

5880 49th Street N., Suite N-202
St. Petersburg, FL 33709

Robert Falkowski, M.D.

5880 49th Street N., Suite N-202
St. Petersburg, FL 33709

7. Debts. All debts, obligations and liabilities of the Corporation have been paid.

8. Assets. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interest.

9. No Actions Pending. There are no actions pending against the Corporation in any court.

DATED effective the 31st day of August, 1997 at St. Petersburg, Pinellas County, Florida.

SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

By: Beverly P. Wilcher
Its President

Attest:

By: Deborah A. Fisher
Its Secretary

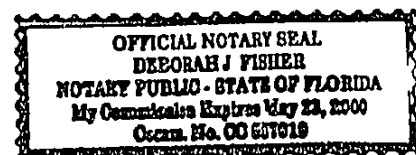
STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 1 day of May, 1997 by **BEVERLY P. WILCHER, D.O.**, as President of **SOUTHSIDE EMERGENCY PHYSICIANS, P.A.**, who: ☒ is personally known to me, or ☐ is not personally known to me, who produced Driver's License as identification.

NOTARY PUBLIC

Deborah J. Fisher
State of Florida at Large
Commission Number & Expiration Date:

1/C/Souths.Dia
#11178



**UNANIMOUS RESOLUTION OF THE STOCKHOLDERS AND DIRECTORS
OF SOUTHSIDE EMERGENCY PHYSICIANS, P.A.
FOR**

LIQUIDATION AND DISSOLUTION OF THE CORPORATION

The Stockholders and Directors of **SOUTHSIDE EMERGENCY PHYSICIANS, P.A.**, a Florida professional association (the "Corporation"), at a meeting duly held pursuant to notice and the Corporation By-Laws, unanimously adopted the following resolutions:

RESOLVED, that the Corporation shall cease all corporate activity as of the 15th day of August, 1997 and will enter into a Plan of Distribution fully effective as of the 31st day of August, 1997 in accordance with and pursuant to the provisions of the Florida General Corporation Law, and it is

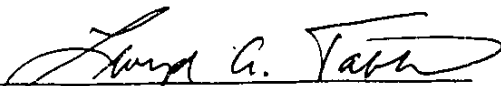
FURTHER RESOLVED, that the Corporation will provide for payment of all liabilities and shall then distribute its remaining assets to the stockholders, and it is


FURTHER RESOLVED, that in accordance with such a Plan of Complete Liquidation, the officers, directors and the Certified Public Accountant for the Corporation be and they hereby are authorized and directed to:

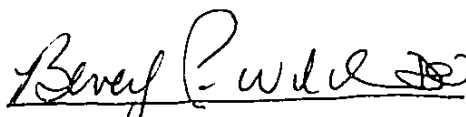
1. Provide for the payment of all indebtedness owed by the Corporation to any creditors or lienor,
2. Distribute all of the then remaining assets in reduction and cancellation of all the outstanding stock of the Corporation,
3. To file all forms required by the Internal Revenue Service to evidence the complete liquidation and dissolution of the Corporation pursuant to the terms of the Internal Revenue Code,
4. File all other forms and documents required by the State of Florida and the United States Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
5. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida, and it is

FURTHER RESOLVED, that the undersigned, being the Stockholders and Directors of the Corporation do hereby unanimously consent to the voluntary dissolution of such Corporation and do authorize and direct the appropriate officers of the Corporation to take all steps necessary or appropriate to carry out the intent of the foregoing resolutions.

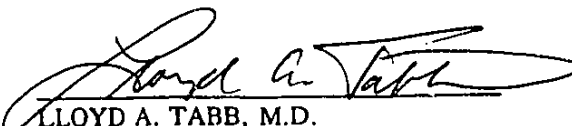
FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers, directors and stockholders in connection with the foregoing determination to liquidate and dissolve the Corporation, and the distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

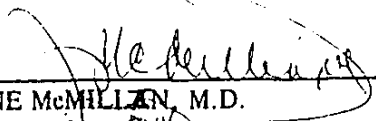

LLOYD A. TABB, M.D., Director


JUNE McMILLAN, M.D., Director

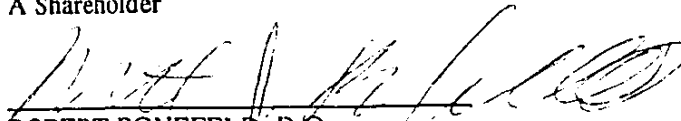

BEVERLY P. WILCHER, D.O., Director

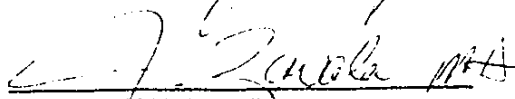
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LLOYD A. TABB, M.D.
A Shareholder



JUNE McMILLAN, M.D.
A Shareholder


CATHERINE A. PHILLIPS, M.D.
A Shareholder


ROBERT BONEFELD, D.O.
A Shareholder


JULIO ZAVALA, M.D.
A Shareholder


ROBERT FALKOWSKI, M.D.
A Shareholder


BEVERLY P. WILCHER, D.O.
A Shareholder