

566571

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16 APR -4 AM 9:31
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

APR 7 2016

C LEWIS



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**Eisenmenger, Berry,
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April 1, 2016

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Dissolution
Robert S. Morris, Jr., M.D., P.A.

Dear Sirs:

Enclosed please find the following:

- Articles of Dissolution;
- Notice of Corporate Dissolution;
- Check No. 3613 payable to Florida Department of State in the amount of \$35.00, in payment of the applicable filing fee.

Thank you for your attention to this matter. Please feel free to contact this office if you have any questions or require additional information concerning the enclosed.

Sincerely,

Jennifer C. Johnston
Florida Registered Paralegal to
Scott A. Blaue, Esquire

Enclosures

ARTICLES OF DISSOLUTION OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

16 APR -4 AM 9:31

ROBERT S. MORRIS, JR., M.D., P.A.

I. The name of this Corporation is ROBERT S. MORRIS, JR., M.D., P.A., which was duly incorporated on July 10, 1991, by the State of Florida. The document number of the corporation is S66571.

II. A Resolution and Written Consent of the Shareholders and Directors of the Corporation authorized the dissolution of the Corporation on March 30, 2016. The effective date of the dissolution is to be March 30, 2016.

III. In accordance with *The Florida Business Corporation Act*, the number of votes cast by the Shareholders of the Corporation was sufficient to approve all actions taken on behalf of the Corporation by the officers, Directors and Shareholders to dissolve the Corporation.

IV. The Corporation has elected to dissolve effective March 30 on the unanimous consent of its Shareholders and Directors, a true copy of the Resolution of ROBERT S. MORRIS, JR., M.D., P.A., the Written Consent in Lieu of a Meeting of Directors and Shareholders being duly attached hereto and incorporated by reference herein as Composite Exhibit "A".

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Dissolution on the 30 day of March, 2016, in Viera, Brevard County, Florida.

ATTEST:

ROBERT S. MORRIS, JR., M.D., P.A.

Carrie A. Teagan
Carrie A. Teagan, Secretary (Seal)

By: Carrie A. Teagan
Carrie A. Teagan, President

Filing Fee: \$35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Notice of Corporate Dissolution

16 APR -4 AM 9: 32

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Robert S. Morris, Jr., M.D., P.A.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Documentation of nature, date and amount of indebtedness, including detailed invoice or account statement, if applicable;

Name, address, telephone number and email address of claimant.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Claims may be sent c/o Scott A. Blaue, Esquire

Eisenmenger, Berry, Blaue & Peters, P.A.

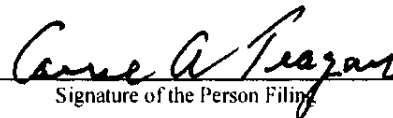
5450 Village Drive

Viera, FL 32955

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Carrie A. Teagan

Printed Name of the Person Filing



Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**CERTIFIED COPY OF THE RESOLUTION OF
ROBERT S. MORRIS, JR., M.D., P.A.**

I, Carrie A. Teagan, the Secretary of ROBERT S. MORRIS, JR., M.D., P.A., hereby certify that the following resolutions were unanimously adopted by the Shareholders and Directors of the Corporation by Written Consent dated March 30, 2016.

RESOLVED, that the Corporation be liquidated in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation; and

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

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the Internal Revenue Service electronically or by mail to Cincinnati, Ohio, together with a copy of this Consent;
- (3) Transfer all of the assets of the Corporation to the Shareholders of the Corporation;
- (4) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (5) File a Certificate of Dissolution with the Secretary of State of Florida;
- (6) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets;
- (7) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors.

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

Dated: March 30, 2016.

(Seal)

Carrie A. Teagan
Carrie A. Teagan, Secretary

**WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
AND SHAREHOLDERS OF
ROBERT S. MORRIS, JR., M.D., P.A.**

Pursuant to Florida Statutes Sections 607.0821 and 607.0704, the undersigned, being all of the members of the Board of Directors and all of the Shareholders of ROBERT S. MORRIS, JR., M.D., P.A. (the "Corporation"), individually and collectively consent, in lieu of a meeting, by this writing effective as of the last date this document is signed by the signatory hereto, to take the following actions, adopt the following resolutions, and transact the following business of the Corporation:

- (1) Liquidate the Corporation in accordance with the applicable provisions of *The Internal Revenue Code of 1986*, as determined by the accountant for the Corporation;
- (2) File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Chamblee, Georgia, together with a copy of this Consent;
- (3) Transfer all of the assets of the Corporation to the Shareholder of the Corporation;
- (4) Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
- (5) File a Certificate of Dissolution with the Secretary of State of Florida;
- (6) File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the Corporate assets; and
- (7) Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors; and

In furtherance of the foregoing, the following resolutions are hereby adopted and approved:

RESOLVED, that officers of the Corporation are authorized to execute, deliver and perform for and on behalf of the Corporation, all such agreements, documents and instruments and take all such action as may be necessary or appropriate to liquidate the Corporation; and further

RESOLVED, that the signing of this Consent shall constitute full ratification of all actions contemplated herein; and further

RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all things, take all actions, and execute, deliver and file all documents and instruments, in the name and on behalf of the Corporation, as may be determined by any such officer to be necessary or convenient in effecting the foregoing resolutions and the transactions contemplated thereby (such determination to be conclusively evidenced by the taking or execution thereof by such officer); and further

RESOLVED, that this action by consent shall be effective as of the date of execution hereof and shall be delivered to the Secretary of the Corporation for inclusion in the Corporation's minutes or filing with the Corporation's records.

Execution of this certificate by the undersigned, being all of the members of the Board of Directors and a majority of the Shareholders of the Corporation, pursuant to Sections 607.0704 and 607.0821, respectively of the *Florida Business Corporation Act*, and the subsequent insertion of this certificate in the minute book of the Corporation, waive any requirement of a formal meeting of the Shareholders and the Board of Directors to conduct the business referred to herein.

March 30, 2016
Date

Carrie A. Teagan
Carrie A. Teagan
Director and Shareholder