



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

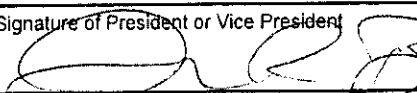
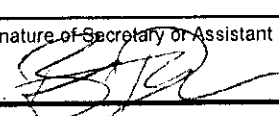
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Articles of Dissolution

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$10.00

Pursuant to the provisions of RIGL 7-6-54, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. Entity ID Number: 135911	2. The name of the corporation is: Rhode Island Business Health Care Advisors Council
3. A resolution to dissolve the corporation was adopted in the following manner: CHECK ONE BOX ONLY	
☐ The resolution to dissolve the corporation was adopted at a meeting of members held on _____, at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.	
☒ The resolution to dissolve the corporation was adopted by a consent in writing on <u>December 27, 2016</u> signed by all members entitled to vote with respect thereto.	
☐ The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on _____, and received the vote of a majority of the directors in office, there being no members _____	
4. Has the corporation adopted a plan of distribution? Yes ☒ or No ☐ If yes please attach the plan and check the box to indicate the attachment. ☒	
5. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of RIGL 7-6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.	
Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.	
Type or Print the Name of President ☒ or Vice President ☐ James Borah	Date <u>Dec 27, 2016</u>
Signature of President or Vice President  SIGN DOCUMENT HERE	
Type or Print the Name of the Secretary ☒ or Assistant Secretary ☐ William M. Delmage	Date <u>Dec 27, 2016</u>
Signature of Secretary or Assistant Secretary 	

TWO SIGNATURES ARE REQUIRED

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED

JAN 09 2017

BY CH 292599

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

FORM 203 - Revised: 06/2016

11:18

135911

PLAN OF DISTRIBUTION
OF
RHODE ISLAND BUSINESS HEALTH CARE ADVISORS COUNCIL

This Plan of Distribution (the "Plan") of Rhode Island Business Health Care Advisors Council, a Rhode Island nonprofit corporation (the "Corporation"), is intended to accomplish the complete dissolution of the Corporation through the distribution by it of all of its assets in accordance with the bylaws of the Corporation, Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Rhode Island Nonprofit Corporation Act, as amended (the "Act"), pursuant to the following terms and conditions:

1. This Plan shall be and become effective upon its adoption and approval by the members and directors of the Corporation.
2. After the adoption of this Plan, the Corporation shall cease the active conduct of its business and shall wind up its affairs.
3. On or before December 31, 2016, the Corporation shall pay all of its ascertained liabilities, and shall set aside a reasonable amount in cash for the payment of unascertained or contingent liabilities and expenses. Any balance remaining in such reserve after the payment of liabilities and expenses shall be distributed in accordance with paragraph 4 of this Plan.
4. After the adoption of this Plan, the President may from time to time authorize one or more distributions of the assets and properties of the Corporation, in cash or in kind, to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequently-amended or substituted law of the United States (the "Code"), and the regulations promulgated thereunder, and which will use such property to accomplish one or more exempt purposes within the purview of Section 501(c)(3) of the Code, retaining such assets as he deems necessary to meet unascertained or contingent liabilities of the Corporation pursuant to paragraph 3 above; provided, however, that all distributions that are described in section 501(c)(3) of the Code shall be made on a pro rata basis and shall be made on or before December 31, 2016.
5. The President is authorized, empowered and directed to proceed in accordance with the resolutions hereby adopted by the members and directors of the Corporation, the President being hereby further authorized to perform any acts or execute and deliver any documents that the President deems necessary or desirable to effectuate the intent of the members and directors of the Corporation to dissolve the Corporation in accordance with this Plan.



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

Nellie M. Gorbea
Secretary of State

