

Resolution FY22-02

Resolution to Dissolve and Wind Up the Affairs of Total Claims Administration, Inc.

WHEREAS, Total Claims Administration, Inc. (“TCA”) is a Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes and 26 U.S.C. § 501(c)(3);

WHEREAS, art. III of TCA’s Articles of Incorporation establishes TCA for the purposes of the administration of the self-insured employee plan of North Broward Hospital District (the “District”) and other employee health insurance programs;

WHEREAS, the Board of Commissioners (the “Board”) of North Broward Hospital District (the “District”), consistent with the Bylaws of Total Claims Administration, Inc., as adopted as of March 14, 2012, appointed three (3) directors to the board of TCA (“Board of Directors of TCA”) at its July 28, 2021 Board meeting;

WHEREAS, section 617.1402(1), Florida Statutes, requires that the Board of Directors of TCA adopt a resolution recommending that TCA be dissolved and directing that the question of such dissolution be submitted to a vote by the member of TCA at a meeting;

WHEREAS, the District is the sole member of TCA;

WHEREAS, section 617.1402(1), Florida Statutes, and art. IX of TCA’s Articles of Incorporation reserves the right to the Board to dissolve TCA by a resolution;

WHEREAS, during the August 5, 2021 meeting of the Board of Directors of TCA, the Board of Directors of TCA adopted a resolution recommending the dissolution of TCA;

WHEREAS, consistent with section 617.1402(1), Florida Statutes, written notice was provided to each Commissioner stating that one of the purposes of this Board meeting is to consider the advisability and vote on the question of dissolving TCA;

WHEREAS, the Board wishes, after considering the recommendation of the Board of Directors of TCA, to dissolve TCA and wind up TCA’s affairs as provided herein; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. TCA be dissolved consistent with TCA’s Articles of Incorporation, Bylaws, and ch. 617, Florida Statutes.
2. The Board of Directors of TCA wind up the affairs of TCA consistent with TCA’s Articles of Incorporation, Bylaws, and state and federal law.
3. In accordance with Resolution FY20-15, Financial Institution Resolution, the Board of Directors of TCA are hereby authorized to close any banking or investment accounts of TCA and, after making adequate provision for the payment of all liabilities and obligations of TCA, reallocate and distribute the remaining assets and funds to the District consistent with Art. VIII of TCA’s Articles of Incorporation and state and federal law.

4. The foregoing powers may be delegated to officers or employees of the District to fulfill the purposes and obligations of this Resolution.
5. This Resolution is effective immediately upon its ratification by the Board.
6. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this ___ day of September, 2021.

Time Adopted _____ PM