DOC ID ----> 202127801338

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
10/05/2021	202127801338	DISSOLUTION (DIS)	50.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

EVAN COCHRAN
TWO MIRANOVA PLACE, SUITE 700
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

1000856

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

PERRY KALIS, M.D., INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DISSOLUTION	**202127801338**

Effective Date: 10/05/2021

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 5th day of October, A.D. 2021.

Ohio Secretary of State

Form 561 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Certificate of Dissolution

(For-Profit, Domestic Corporation)

Filing Fee: $50

Form Must Be Typed

Complete the following information.

The corporation named below has adopted a resolution of dissolution.

Name of Corporation: PERRY KALIS, M.D., INC.

Charter Number: 1000856

Location of Principal Office in Ohio

City	County	State
ZANESVILLE	Muskingum	OH

The internet address of each domain name held or maintained by or on behalf of the corporation:

☒ The corporation did not hold or maintain any domain names.

Name and address of the Statutory Agent.

JOHN R. PERKINS, JR.
Name of Statutory Agent

TWO MIRANOVA PLACE, SUITE 700
Mailing Address

COLUMBUS | OH | 43215
City | State | ZIP Code

Please complete this section if the corporation is appointing a new agent.

Acceptance of Appointment

The Undersigned, _____ , named herein as the
(Name of Statutory Agent)

Statutory agent for _____
(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature _____
(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

The date of dissolution if other than the filing date (MM/DD/YYYY) _____

Note: The date of dissolution must be on the date of filing, or a later date that is not more than 90 days after the date of filing, pursuant to Ohio Revised Code section 1701.86(F)(7).

Pursuant to Ohio Revised Code section 1701.87(E), a copy of the notice required by Ohio Revised Code section 1701.87(B) must be attached to this filing. (Please attach the notice or complete page 5 of this form.)

Check only one box below and provide information as required:

☐ (1.) The resolution of dissolution was adopted by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.86(C), if an initial stated capital was not set forth in the articles then before the corporation begins business, or if an initial stated capital is set forth in the articles then before subscriptions to shares shall have been received in the amount of that initial stated capital, the incorporators or a majority of them may adopt, by a writing signed by them, a resolution of dissolution. (138-DISI)

The names and addresses of all the incorporators must be set forth below:

Name	Address

☐ (2.) The resolution of dissolution was adopted by the **Directors**. Pursuant to Ohio Revised Code section 1701.86(D), directors may adopt a resolution of dissolution in the following cases, please check the box to state the proper statement of the basis for the adoption. (137-DISD)

The resolution of dissolution was adopted:

- ◯ When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of the creditors;
- ◯ By leave of the court, when a receiver has been appointed in a general creditor's suit or in any suit in which the affairs of the corporation are to be wound up;
- ◯ When substantially all of the assets have been sold at judicial sale or otherwise;
- ◯ When the articles have been canceled for failure to file annual franchise or excise tax returns or for failure to pay franchise or excise taxes and the corporation has not been reinstated or does not desire to be reinstated; or
- ◯ When the period of existence of the corporation specified in its articles has expired.

☒ (3.) The articles are hereby dissolved by the **Shareholders** pursuant to Ohio Revised Code section 1701.86(E).

(150-DISS)

Note: Pursuant to Ohio Revised Code section 1701.86(H)(2), all domestic for-profit corporations must attach to this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

When the resolution is adopted by the incorporators, the certificate shall be signed by not less than a majority of the incorporators.

In all other cases, the certificate shall be signed by any authorized officer, unless the officer fails to execute and file such a certificate within 30 days after the date upon which such certificate is to be filed. In the latter event, the certificate may be signed by any three (3) shareholders or, if there are less than three (3) shareholders, all of the shareholders, form a statement that the persons signing the certificate are shareholders and are filing the certificate because of the failure of the officers to do so.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

DR. PERRY M. KALIS, M.D.
Signature

By (if applicable)

DR. PERRY KALIS, M.D., PRESIDENT
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

CERTIFIED RESOLUTION

of

PERRY KALIS, M.D., INC.
an Ohio For-Profit Corporation

The undersigned hereby certify that he is the sole shareholder of Perry Kalis, M.D., Inc. (the "**Corporation**"), that as the sole shareholder of the Corporation he adopts the following resolutions to dissolve the Corporation as of September 15, 2021, and that attached hereto is a true and correct copy of the Plan of Dissolution referred to in said resolutions:

Shareholder Resolutions

The following resolutions with respect to the dissolution of the Corporation are hereby adopted:

RESOLVED, all the shareholders agree to dissolve the Corporation pursuant to the provisions in Section 1701.86(E) of the Ohio Revised Code and to adopt the Plan of Dissolution, attached hereto as Exhibit A, and hereby incorporated herein by reference.

FURTHER RESOLVED, that Dr. Perry Kalis is authorized for and on behalf of the Corporation to execute and file a Certificate of Dissolution with the Ohio Secretary of State, as well as any and all instruments and other documents deemed necessary or desirable by them regarding the dissolution of the Corporation or the distribution of its assets.

[*Signature Page to Follow*]

IN WITNESS WHEREOF, the sole shareholder of the Corporation executed this Certified Resolution as of the date set forth above. This Certified Resolution may be executed in a number of identical counterparts, each of which for all purposes is deemed an original, and all of which constitute collectively one certified resolution. Additionally, this Certified Resolution may be executed and delivered by facsimile or by electronic mail in portable document format (.pdf) or similar image format.

Dr. Perry Kalis, Sole Shareholder

EXHIBIT A

PLAN OF DISSOLUTION

of

PERRY KALIS, M.D., INC.
an Ohio For-Profit Corporation

The following plan of liquidation for the Corporation pursuant to the provision of Ohio for-profit corporation law and § 331 of the Internal Revenue Code of 1986 (the Corporation is taxed as a corporation for federal tax purposes), is hereby adopted:

1. As of January 31, 2020, the Corporation ceased to engage in any activity except such activity as may be necessary or desirable regarding winding up its affairs, dissolving, and making distributions to its creditors and others.

2. The Corporation will discharge its debts and obligations as follows: first, all amounts owed by the Corporation to any creditor, including, but not limited to, any amounts owed to the sole member of the Corporation, shall be paid in full; second, all remaining cash or assets will be distributed to the Corporation's sole member in such manner as is acceptable to such member in full payment for his interest in the Corporation; and third, any remaining cash or assets will be contributed to other organizations at the sole member's discretion.

3. The Corporation will promptly prepare and file any returns or reports relating to any taxes, fees, or other amounts owed with respect to matters administered by the Internal Revenue Service, the Tax Commissioner of Ohio, or local tax authorities as applicable.

4. All amounts owed by the Corporation to any creditor, including, but not limited to, any amounts owed with respect to Section 3, above, will be paid in full, with all remaining cash or assets distributed in such manner as provided in Section 2, above, and by the Corporation's governing documents.

5. The Corporation will provide written notice of its intent to dissolve to the Ohio Bureau of Workers' Compensation and the Ohio Department of Job and Family Services - Status and Liability Section, as required by law.

6. After the providing the notice described in Section 5, above, the Corporation will:

   (a) Prepare and file Form 561, Certificate of Dissolution for a Domestic For-Profit Corporation, with the Secretary of State of Ohio.

   (b) Prepare and file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue Service.

Notice of Dissolution to Creditors and Claimants against Corporation
(pursuant to ORC 1701.87)

Notice of Dissolution of PERRY KALIS, M.D., INC.

Name of Corporation

PERRY KALIS, M.D., INC.

Name of Corporation

an Ohio corporation (the "corporation") has dissolved. You must present to the corporation any claim against the corporation, including any claim by a creditor or any claim that is conditional, unmatured, or contingent upon the occurrence or nonoccurrence of future events, pursuant to the following:

1. All claims shall be presented in writing and shall identify the claimant and contain sufficient information to reasonably inform the corporation of the substance of the claim.

2. The mailing address to which the person must send the claims is:

3505 Clay Pike
Address

Zanesville
City

Ohio
State

43701
Zip Code

3. The deadline by which the corporation must receive the claim is sixty (60) days after the date this notice is given (the "Deadline").

4. The claim will be barred if the corporation does not receive the claim by the deadline.

The corporation may make distributions to other creditors or claimants, including distributions to shareholders of the corporation, without further notice to the claimant.

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Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

PERRY KALIS, M.D., INC.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified (MM/DD/YYYY)
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 * Only required for domestic for-profit corporations	07/07/2021

Agency	Date Notified (MM/DD/YYYY)
Ohio Job & Family Services Status and Liability Section Data Correspondence Control **Fax**: 614-752-4811 **Phone**: 614-466-2319 **Overnight Address**: P.O. Box 182413 Columbus, OH 43218-2413 **Regular Address**: P.O. Box 182413 Columbus, OH 43218-2413	07/07/2021

☒ The corporation is not required to pay or the department of taxation has not assessed any personal property tax.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature X _____ Title PRESIDENT

DR. PERRY KALIS
Name

3505 Clay Pike
Mailing Address

Zanesville | Ohio | 43701
City | State | ZIP Code

Seal

NOTARIAL SEAL STATE OF OHIO

MARIA N. KALIS, Attorney
Notary Public, State of Ohio
My Commission Has
No Expiration Date
Section 147.03 R.C.

Sworn to and subscribed in my presence on this date (MM/DD/YYYY) 09/23/2021

_____
Notary Public

Date Commission Expires (MM/DD/YYYY) NO EXP

AFFIDAVIT OF PERSONAL PROPERTY

State of Ohio

County of MUSKINGUM

DR. PERRY KALIS
Name of Officer

PRESIDENT
Title of Officer

of

PERRY KALIS, M.D., INC.
Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section 1701.86

That above-named corporation: (Check one (1) of the following)

☒ Has no personal property in any county in Ohio

☐ Is the type required to pay personal property taxes to state authorities only

☐ Has personal property in the following county (ies)

County | County | County

Signature X [signature] Title PRESIDENT

Sworn to and subscribed in my presence on this date (MM/DD/YYYY) 09/23/2021

Seal

NOTARIAL SEAL STATE OF OHIO

MARIA N. KALIS, Attorney
Notary Public, State of Ohio
My Commission Has
No Expiration Date
Section 147.03 R.C.

[signature]
Notary Public

Date Commission Expires (MM/DD/YYYY) NO EXP

Ohio | Department of Taxation

PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov

EVAN C. COCHRAN
ISAAC WILES
TWO MIRANOVA PL., STE 700
COLUMBUS, OH 43215
USA

September 23, 2021
Contact ID: 2539630080

RE: Certificate of Tax Clearance
Entity Name: Perry Kalis M.D. Inc
Ohio Charter # 1000856
Certificate Issue Date: 09/23/2021

This certificate confirms the above-referenced entity filed all tax returns and paid in full all taxes and fees administered by the Tax Commissioner through the certificate issue date referred to above.

This certificate does not preclude the Department from issuing a bill and/or assessment against the entity for any tax returns and/or tax liabilities and fees that become due after the certificate issue date. Also, this certificate does not preclude the Department from conducting an examination or audit for any period ending prior to the date this certificate is filed with the Ohio Secretary of State.

This Certificate of Tax Clearance is valid for thirty (30) days from the certificate issue date and must be filed along with all forms prescribed by the Ohio Secretary of State.

Jeffrey A. McClain
Tax Commissioner

If you have any questions, please contact us.

Tax Release Unit
Phone: 1-855-995-4422
Fax: 1-206-984-0378
TTY/TDD: 1-800-750-0750