

**PROPOSED RESOLUTION FOR ADOPTION AT MEETING OF
THE BOARD OF COUNTY COMMISSIONERS
OF
MILLER COUNTY, GEORGIA
TO BE HELD ON October 12, 2009**

WHEREAS, the Board of Trustees (the "Trustees") of the South Georgia Hospital Authority (the "Authority") has deemed it advisable and in the best interests of the Authority that the Authority be dissolved;

WHEREAS, pursuant to Section 31-7-89 of the Georgia Hospital Authority Law, a hospital authority may be dissolved by joint action of the board of trustees of an authority and the governing bodies of participating units of an authority;

WHEREAS, the participating counties and municipalities of the Authority are listed on Exhibit A attached hereto and made a part hereof (the "Participating Units");

WHEREAS, in a meeting held on Tuesday, June 2, 2009 (the "Board Meeting"), the Trustees approved the dissolution of the Authority;

WHEREAS, the Trustees directed the Chairman and Assistant Secretary-Treasurer of the Trustees to take all actions necessary to windup the affairs of the Authority, and to execute any and all documents or instruments necessarily incident thereto, as provided by the organizational resolution creating a Joint Hospital Authority, the Bylaws of the Authority, prior action of the Trustees, or by law;

WHEREAS, the Trustees authorized and directed the Chairman and the Assistant Secretary-Treasurer of the Trustees to apply the assets and cash in kind of the Authority to the payment of its known debts, liabilities and obligations and to make suitable provisions for the payment of all of its known debts, and thereafter, to distribute the remainder of the Authority's assets, if any, pro rata (i.e., 1/14) to the Participating Units (either in cash or in kind) in accordance with the Organizational Resolution Creating a Joint Hospital Authority, the Bylaws of the Authority, prior action of the Trustees, or by law;

WHEREAS, the Trustees authorized, directed and required the Chairman and the Assistant Secretary-Treasurer of the Trustees to (i) execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Authority and (ii) provide or file any notices required by any federal, state or local government or department or deemed appropriate to file by the Chairman and the Assistant Secretary-Treasurer in connection with or by reason of the liquidation and dissolution of the Authority; and

WHEREAS, the Trustees recommend the dissolution of the Authority to the Participating Units.

NOW THEREFORE, BE IT RESOLVED, that the Board of County Commissioners of Miller County, Georgia hereby approves the dissolution of the Authority;

FURTHER RESOLVED, that the Chairman and the Assistant Secretary-Treasurer of the Trustees are authorized and directed to take all actions necessary to wind up the affairs of the Authority, and to execute any and all documents or instruments necessarily incident thereto as provided by the Organizational Resolution Creating a Joint Hospital Authority, the Bylaws of the Authority, prior action of the Trustees, or by law;

FURTHER RESOLVED, that the Chairman and the Assistant Secretary-Treasurer of the Trustees are authorized and directed to apply the assets and cash in kind of the Authority to the payment of its known debts, liabilities and obligations and to make suitable provisions for the payment of all of its known debts, and thereafter, to distribute the remainder of the Authority's assets, if any, pro rata (i.e., 1/14) to the Participating Units (either in cash or in kind) in accordance with the Organizational Resolution Creating a Joint Hospital Authority, the Bylaws of the Authority, prior action of the Trustees, or by law;

FURTHER RESOLVED, that the Chairman and the Assistant Secretary-Treasurer of the Trustees of the Authority are hereby authorized and required to (i) execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state or local government in connection with or by reason of the liquidation and dissolution of the Authority and (ii) provide or file any notices required by any federal, state or local government or department or deemed appropriate to file by the Chairman and the Assistant Secretary-Treasurer in connection with or by reason of the liquidation and dissolution of the Authority; and

FURTHER RESOLVED, that the dissolution of the Authority shall be effective as of the last date of the approval of such dissolution by each of the Participating Units.

SO RESOLVED, this 12th day of October, 2009.

Miller County Board of Commissioners:

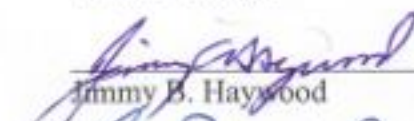


Chairperson




Wallace Phillips, Vice Chair

Frankie Phillips



Jimmy B. Haywood



G. C. Jinks, Jr.

(SEAL)

Attest: 

Judy M. Powell, County Clerk

EXHIBIT A

Participating Counties and Municipalities

Ben Hill County

Bibb County

Bulloch County

Chatham County

City of Donalsonville

Coffee County

Colquitt County

Decatur County

Dougherty County

Jasper County

Miller County

Sumter County

Thomas County

Tift County