

7D3211

Jeffrey P. Brock

(Requestor's Name)

444 Seabreeze Blvd

(Address)

Ste. 900

(Address)

Daytona Beach FL 32118

(City/State/Zip/Phone #)

☐

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(Business Entity Name)

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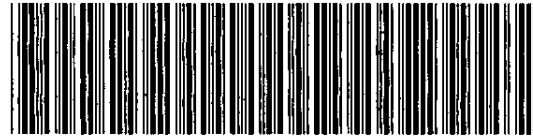
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
08 SEP 29 PM 3:18

Amended  
+ Restated

R 9/30

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CHARLES D. HOOD, JR.  
TERENCE R. PERKINS  
LARRY R. STOUT  
JEFFREY E. BIGMAN  
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444 SEABREEZE BOULEVARD  
SUITE 900  
DAYTONA BEACH, FL 32118

Send all correspondence to:  
POST OFFICE BOX 15200  
DAYTONA BEACH, FL 32115

TELEPHONE: (386) 254-6875  
FACSIMILE: (386) 257-1834  
www.daytonalaw.com

WILLIAM E. LOUCKS  
HARRY G. McCONNELL  
FRANK J. YONG  
Of Counsel

September 26, 2008

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ATTN: Susan Payne, Senior Section Administrator

Re: SMA Behavioral Health Services, Inc. (Ref. No. 703211)

Dear Susan:

Enclosed please find the following:

- 1) Copy of your communication dated 9/22/08; and
- 2) Amended and Restated Articles of Incorporation of SMA Behavioral Health Services, Inc.

Our check in the amount of \$43.75 has previously been paid. Therefore, we ask that you please file the enclosed Articles and provide a certified copy to our office at your earliest opportunity.

Thank you.

Very truly yours,

Gay E. Rickmyre, Paralegal  
for Jeffrey P. Brock

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 22, 2008

JEFFREY P. BROCK  
SMITH HOOD PERKINS  
POST OFFICE BOX 15200  
DAYTONA BEACH, FL 32115 US

SUBJECT: SMA BEHAVIORAL HEALTH SERVICES, INC. (formerly under the name of ACT, CORP.)  
Ref. Number: 703211

We have received your document for SMA BEHAVIORAL HEALTH SERVICES, INC. (formerly under the name of ACT, CORP.) and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per my phone conversation with your paralegal, the Amended and Resated Articles are being returned to be resubmitted as Restated Articles of Incorporation under the current name of the corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 108A00050976

RECEIVED  
2008 SEP 29 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WILLIAM E. LOUCKS  
HARRY G. McCONNELL  
FRANK J. YONG  
Of Counsel

September 12, 2008

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: 1) Merge Act Corp. and Leon F. Stewart-Hal S. Marchman Center, Inc.  
2) Amend and Restate Articles of Act Corp.

Gentlemen:

Enclosed please find the following, both for filing, **effective October 1, 2008:**

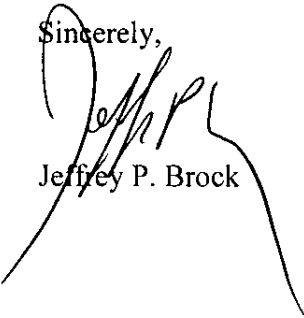
1. Original and one copy of Articles of Merger, together with attached Plan of Merger and exhibits thereto; and our firm check in the amount of \$78.75 in payment of the filing fee (\$70) and the fee for one certified copy (\$8.75);

2. Original and one copy of Amended and Restated Articles of Incorporation; and our firm check in the amount of \$43.75 in payment of the filing fee (\$35) and the fee for one certified copy (\$8.75).

Please provide the requested certified copies of the Articles of Merger and the Amended and Restated Articles at your earliest convenience.

Thank you.

Sincerely,

  
Jeffrey P. Brock

JPB/gr  
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SMA BEHAVIORAL HEALTH SERVICES, INC.**

SMA BEHAVIORAL HEALTH SERVICES, INC., a non profit corporation, organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Chairman of the Board, Rick Stone, hereby certifies:

The members and directors of said corporation, at a meeting called and held on July 22, 2008, adopted the following resolution:

BE IT RESOLVED BY THE MEMBERS AND DIRECTORS OF THE CORPORATION, ORGANIZED AND EXISTING UNDER THE LAWS OF FLORIDA, THAT SAID MEMBERS AND DIRECTORS DEEM IT ADVISABLE THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION BE AMENDED IN THEIR ENTIRETY SO AS TO READ AS FOLLOWS:

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SMA BEHAVIORAL HEALTH SERVICES, INC.

ARTICLE I  
Corporate Name

The name of this Corporation is SMA BEHAVIORAL HEALTH SERVICES, INC.

ARTICLE II  
Corporate Nature

This is a non profit Corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit laws set forth in Chapter 617 of the Florida Statutes.

ARTICLE III  
Duration

The term of existence of the corporation is perpetual.

FILED  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
08 SEP 29 PM 3:18

ARTICLE IV  
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) For the advancement of charity and education and any other related or corresponding charitable purposes by the distribution of its fund for such purposes.
- (b) The delivery of behavioral health services to the public, including but not limited to, the promotion of good mental health; prevention of substance abuse and mental illness; and a continuum of crisis, residential and community based services for the treatment of mental illness, substance use disorders, delinquency and criminal behavior.
- (c) To operate exclusively in any manner for such charitable, scientific and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V  
Management of Corporate Affairs

- (a) BOARD OF DIRECTORS: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation is twenty-one (21) provided however that such number may be increased or decreased from time to time by resolution passed by the Board of Directors, provided, however, that such number shall never be less than seven (7).

The present Directors shall serve until the 2008 annual meeting, at which time election of Directors shall take place. At the 2008 election of Directors, nine

(9) Directors ("ACT Directors") shall be elected by the existing Board of Directors of ACT, CORP. To implement staggered terms of office for the ACT Directors five (5) ACT Directors shall be elected for a one year term, and four (4) ACT Directors shall be elected to a two year term. At the 2008 election of Directors, nine (9) Directors ("SMC Directors") shall be elected by the existing Board of Directors of Leon F. Stewart - Hal S. Marchman Center, Inc. To implement staggered terms of office for the SMC Directors five (5) SMC Directors shall be elected for a one year term, and four (4) SMC Directors shall be elected to a two year term. At the 2008 election of Directors the existing Board of Directors for ACT, CORP. and Leon F. Stewart - Hal S. Marchman Center, Inc. shall jointly elect three (3) Directors of the Corporation from the community at large ("Community Directors"). To implement staggered terms of office for the Community Directors one (1) Community Director shall be elected for a one year term, and two (2) Community Directors shall be elected for a two year term. At all annual meetings subsequent to 2008 only those Directors whose terms have expired shall be replaced by election and subsequent to 2008 all Directors shall be elected to serve two year terms. Subsequent to the 2008 election all Director vacancies shall be filled by an election of the Board of Directors of SMA BEHAVIORAL HEALTH SERVICES, Inc.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken according to the Bylaws of this Corporation as adopted and amended from time to time.

Directors shall be members of the Corporation.

(b) CORPORATE OFFICERS: At its annual meeting the Board of Directors shall elect the officers of the Corporation in conformance with its Bylaws as

amended from time to time.

ARTICLE VI  
Powers and Policy

The Corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of the Corporation and in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida, including but not limited to the power to:

- (a) Employ staff, contract for services, receive funds from both public and private sources, and perform other activities which are authorized for non profit corporations by the State of Florida.
- (b) Maintain such facilities intended to meet the purposes of the organization as setforth herein.
- (c) Abide by and conform to all of the applicable State and Federal laws, rules and regulations governing its activities.

ARTICLE VII  
Earnings and Activities of Corporation

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishings or



distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE VIII Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX Membership

Members shall abide by and conform to all applicable State and Federal rules and regulations and these Articles and the Bylaws of the Corporation.

- (a) The Corporation shall have one class of members who shall also be Directors. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.
- (b) Members must be residents of Volusia County or Flagler County, Florida and over the age of eighteen (18).
- (c) Members must have demonstrated an interest in mental health or substance abuse education and treatment.
- (d) Membership may be terminated by a majority vote of the Directors.
- (e) Membership is non-transferable.
- (f) Upon the termination of membership the former member shall have no rights in the Corporation.

#### ARTICLE X Amendment of ByLaws

Subject to the limitations contained in the ByLaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by following the procedure more particularly set forth in the Bylaws.

ARTICLE XI  
Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational, scientific and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII  
Amendment of Articles

Amendments to these Articles of Incorporation may be adopted by majority vote of all members of the Board of Directors.

ARTICLE XIII  
Indemnification of Officers and Directors

The Corporation is empowered to indemnify any officer or director, or any former officer or director pursuant to the provision of Section 617.0831 of the Florida Statutes, as amended from time to time.

At regular meeting of the Corporation, held on July 22, 2008, the Directors of the Corporation approved the above Amended and Restated Articles of Incorporation by a majority vote.

ARTICLE XIV  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Place of Business and Mailing Address of the Corporation shall be 1220 Willis Avenue, Daytona Beach, Florida 32114-2810. The Principal Place of Business or the Mailing Address of the Corporation may be changed from time to

time by a majority vote of the Directors. Upon a change of the Principal Place of Business or the Mailing Address of the Corporation, the Directors shall cause said change to be filed with the Florida Secretary of State Division of Corporations in a form and manner as prescribed by law.

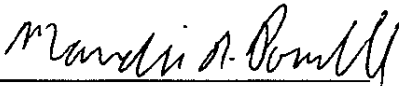
IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its Chairman of the Board of Directors and its corporate seal to be hereunto affixed and attested by its Secretary, this 26 day of September, 2008.

SMA BEHAVIORAL HEALTH SERVICES, INC.,  
a Florida not for profit corporation

By: \_\_\_\_\_

  
Rick Stone

Attest: \_\_\_\_\_

  
Mandie Powell