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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name change of Act, Corp.
previously Filed on
9/8/08 changing name
to SMA Behavioral
Health Services, Inc.
merger + N/C of surviving corp.
both adopted on 7/22/08.

Office Use Only

KBL



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09/15/08--01055--013 **78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
08 SEP 15 PM 3:43

merger
9/18

EFFECTIVE DATE
10/1/08

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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

ARTICLES OF MERGER
(Not for Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

ARTICLE I – NAME AND JURISDICTION OF SURVIVING CORPORATION

The name, jurisdiction and document number of the surviving corporation (the "Surviving Corporation") are as follows:

Name: ACT, CORP., a Florida not-for-profit corporation

Jurisdiction: Florida

Document Number: 703211

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
08 SEP 15 PM 3:43

ARTICLE II – NAME AND JURISDICTION OF MERGING CORPORATION

The name, jurisdiction and document number of the merging corporation (the "Merging Corporation") are as follows:

Name: LEON F. STEWART – HAL S. MARCHMAN CENTER, INC., a Florida not for-profit corporation

Jurisdiction: Florida

Document Number: 719104

EFFECTIVE DATE
10/1/08

ARTICLE III – PLAN OF MERGER

The Plan of Merger between the Surviving Corporation and the Merging Corporation is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE IV – EFFECTIVE DATE OF MERGER

The merger between the Surviving Corporation and the Merging Corporation (the "Merger") shall become effective on October 1, 2008.

ARTICLE V – ADOPTION OF MERGER BY SURVIVING CORPORATION

There are no members of the Surviving Corporation entitled to vote on the Plan of Merger. The board of directors of the Surviving Corporation adopted the Plan of Merger on July 22, 2008. The number of directors of the Surviving Corporation in office at the time of voting for the Plan of Merger was 10. The vote for the Plan of Merger was as follows:

10 FOR

0 AGAINST]

ARTICLE VI – ADOPTION OF MERGER BY MERGING CORPORATION

There are no members of the Merging Corporation entitled to vote on the Plan of Merger. The board of directors of the Merging Corporation adopted the Plan of Merger on August 6, 2008. The number of directors of the Merging Corporation in office at the time of voting on the Plan of Merger was 15. The vote for the Plan of Merger was as follows:

15 FOR


0 AGAINST]

[NO FURTHER TEXT ON THIS PAGE – SIGNATURES TO FOLLOW ON NEXT PAGE]

EXECUTED on August 6, 2008, by the Surviving Corporation and the Merging Corporation.


SURVIVING CORPORATION:

ACT, CORP.
a Florida not-for-profit corporation

By: 
Print Name: RICE STANE
Title: BOARD CHAIRMAN

MERGING CORPORATION:

LEON F. STEWART – HAL S. MARCHMAN CENTER, INC.
a Florida not-for-profit corporation

By: 
Print Name: ANDREW GURTIS
Title: VICE CHAIR

PLAN OF MERGER

ON October 1, 2008 (the "Effective Date"), **ACT CORP.**, a Florida not-for-profit corporation (the "Surviving Corporation"), whose address is 1220 Willis Avenue, Daytona Beach, Florida 32114, and **LEON F. STEWART – HAL S. MARCHMAN CENTER, INC.**, a Florida not-for-profit corporation (the "Merging Corporation") (the Surviving Corporation and the Merging Corporation are sometimes collectively referred to herein as the "Parties"), whose address is 3875 Tiger Bay Road, Daytona Beach, Florida 32124, enter into this **PLAN OF MERGER** (the "Plan of Merger").

RECITALS

A. The board of directors of the Surviving Corporation (the "SC Board") and the board of directors of the Merging Corporation (the "MC Board") have determined that the proposed transaction (the "Merger") is advisable and for the general welfare and advantage of the respective Parties; and

B. The SC Board and the MC Board have each adopted a resolution approving this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth in this Plan of Merger, the parties agree as follows:

1. Incorporation of Recitals. The foregoing Recitals are true and correct and are incorporated herein by this reference.

2. Closing. The closing ("Closing"), of this Plan of Merger shall take place at the office of the Merging Corporation on October 1, 2008 (the "Closing Date").

3. Merger of Corporations. At the Closing, the Merging Corporation shall merge into the Surviving Corporation, and the corporate existence of the Merging Corporation shall cease and the corporate existence of the Surviving Corporation shall continue under the revised name of the Surviving Corporation, SMA Behavioral Health Services, Inc.. The Surviving Corporation shall become the owner, without other transfer, of all of the rights and property of the Merging Corporation, and shall become subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

4. Filing of Plan of Merger. At or before the Closing, the Surviving Corporation shall cause Articles of Merger and this Plan of Merger to be filed with the Secretary of State of the State of Florida.

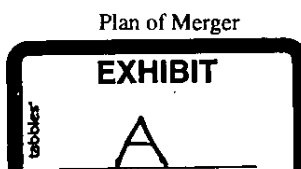
5. Principal Office of Surviving Corporation. Upon the Closing, the principal office and mailing address of the Surviving Corporation shall be as follows: 1220 Willis Avenue, Daytona Beach, Florida 32114.

6. Registered Agent and Registered Office of the Surviving Corporation. Upon the Closing, the registered agent of the Surviving Corporation shall be Smith, Hood, Perkins, Loucks, Stout, Bigman, Lane & Brock, P.A. and the registered office of the Surviving Corporation shall be 444 Seabreeze Blvd. Suite 900, Daytona Beach, FL 32118.

7. Articles of Incorporation of the Surviving Corporation. Upon the Closing, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in its entirety in accordance with the attached Exhibit I.

AX890303-Plan of Merger 081408


Surviving Corporation
Initials




Merging Corporation
Initials

8. **Bylaws of the Surviving Corporation.** Upon the Closing, the Bylaws of the Surviving Corporation shall be amended and restated in its entirety in accordance with the attached Exhibit II

9. **Directors of the Surviving Corporation.** Upon the Closing, the directors of the Surviving Corporation shall be appointed as set forth in the Bylaws of the Surviving Corporation (collectively, the "Directors").

10. **Officers of the Surviving Corporation.** Immediately after the Closing, the Directors shall elect the officers of the Surviving Corporation's Board of Directors as set forth in the Bylaws of the Surviving Corporation.

11. **Members of the Surviving Corporation.** Upon the Closing, the Directors shall be the sole members of the Surviving Corporation.

12. **Notices.**

(a) Any notice, request, demand, or communication required or permitted to be given by any provision of this Agreement shall be deemed to have been delivered, given, and received for all purposes if written and if (i) delivered personally, by facsimile, or by courier or delivery service, at the time of such delivery; or (ii) directed by registered or certified United States mail, postage and charges prepaid, addressed to the intended recipient, at the address specified above, two business days after such delivery to the United States Postal Service. Any party may change the address to which notices are to be mailed by giving notice as provided herein to all other parties.

13. **Miscellaneous.**

(a) **Entire Agreement.** This Plan of Merger, the exhibits, and the schedules, contain all of the terms and conditions agreed on by the Parties with reference to the subject matter and supersede all previous agreements, representations, and communications between the parties, whether written or oral. This Plan of Merger, including any exhibits and schedules hereto, may not be modified or changed except by written instrument signed by all of the Parties, or their respective successors or assigns.

(b) **Assignment.** This Plan of Merger shall not be assigned or assignable by any of the Parties without the express written consent of the other Party. This Plan of Merger shall inure to the benefit of and be binding on the Parties and their respective successors and assigns.

(c) **Captions.** All section, schedule, and exhibit headings are inserted for the convenience of the Parties and shall not be used in any way to modify, limit, construe, or otherwise affect this Plan of Merger.

(d) **Counterparts.** This Plan of Merger may be executed in several counter parts, each of which shall be deemed to be an original and which together shall constitute one and the same instrument.

(e) **Waiver.** The Parties may, by written notice to all other Parties, (i) extend the time for the performance of any of the obligations or other actions of any Party; (ii) waive any inaccuracies in the representations or warranties of any party contained in this Plan of Merger or in any document delivered under this Agreement; (iii) waive compliance with any of the covenants of the other Party contained in this Plan of Merger; or (iv) waive, in whole or in part, performance of any of the obligations of any Party. No action taken under this Plan of Merger, including, but not limited to, the consummation of the closing or any knowledge of or investigation by or on behalf of any Party, shall be deemed to constitute a waiver

by the Party taking such action, possessing such knowledge, or performing such investigation of compliance with the representations, warranties, covenants, and agreements contained herein. The waiver by any Party of a breach of any provision of this Plan of Merger shall not operate or be construed as a waiver of any subsequent or similar breach.

(f) **Controlling Law.** This Plan of Merger has been entered into in the state of Florida and shall be governed by, construed under, and enforced in accordance with the laws of Florida.

(g) **Further Assurances.** The Parties shall use all reasonable efforts to bring about the transactions contemplated by this Plan of Merger as soon as practicable, including the execution and delivery of all instruments, assignments, and assurances, and shall take or cause to be taken such reasonable further or other actions necessary or desirable to carry out the intent and purposes of this Plan of Merger.

(h) **Attorneys' Fees.** In the event a lawsuit is brought to enforce or interpret any part of this Plan of Merger or the rights or obligations of any Party to this Plan of Merger, the prevailing Party shall be entitled to recover that Party's costs of suit and reasonable attorneys' fees through all appeals.

(i) **References to Plan of Merger.** The words "hereof," "herein," "here under," and other similar compounds of the word "here" shall mean and refer to the entire Plan of Merger and not to any particular section, article, provision, annex, exhibit, schedule, or paragraph unless so required by the context.

(j) **Schedules and Exhibits.** Schedules and exhibits to this Plan of Merger (and references to part or parts of them) shall, in each instance, include the schedules or exhibits (as the case may be) attached to this Plan of Merger as well as amendments to the schedules or exhibits. All schedules and exhibits shall be deemed an integral part of this Plan of Merger, and are incorporated into this Plan of Merger by reference.

(k) **Venue.** Any litigation arising under this Plan of Merger shall be instituted only in the Florida Seventh Judicial Circuit Court located in Volusia, County Florida. All parties agree that venue shall be proper in that county for all such legal or equitable proceedings.

(l) **Severability.** Each section, subsection, and lesser section of this Plan of Merger constitute a separate and distinct undertaking, covenant, or provision. If any provision of this Plan of Merger shall be determined to be unlawful, that provision shall be deemed severed from this Plan of Merger, but every other provision of this Plan of Merger shall remain in full force and effect.


(m) **Rights in Third Parties.** Except as otherwise specifically provided, nothing expressed or implied in this Plan of Merger is intended, or shall be construed, to confer on or give any person, firm, or corporation, other than the Parties, any rights or remedies under or by reason of this Plan of Merger.

[NO FURTHER TEXT ON THIS PAGE – SIGNATURES TO FOLLOW ON NEXT PAGE]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the Effective Date.

SURVIVING CORPORATION:

ACT, CORP.
a Florida corporation

By: 
Print Name: RIK STONE
Title: CHAIR

MERGING CORPORATION:

LEON F. STEWART – HAL S. MARCHMAN CENTER, INC..
a Florida corporation

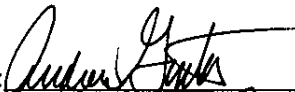
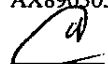
By: 
Print Name: ANDREW GURTIS
Title: VICE CHAIR

Exhibit I

The Amended and Restated Articles of Incorporation of the Surviving Corporation

AX890303-Plan of Merger 081408



Surviving Corporation
Initials

Plan of Merger



Merging Corporation
Initials

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ACT, CORP.

ACT, CORP., 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 ACT, CORP., 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
ACT, CORP.

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.

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 Director 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 21st day of July, 2008.

ACT, CORP.,
a Florida not for profit corporation

By: 
Print Name: RICK STONE

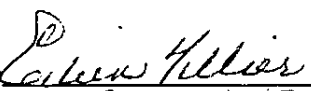
Attest: 
Print Name: EILEEN TELLIER

Exhibit II

The Bylaws of the Surviving Corporation

AX890303-Plan of Merger 081408

Plan of Merger


Surviving Corporation
Initials


Merging Corporation
Initials

BY-LAWS OF SMA BEHAVIORAL HEALTH SERVICES, INC.

ARTICLE I

NAME, PURPOSE, SEAL, AND OFFICES

1. ***NAME:***

The name of this corporation is SMA BEHAVIORAL HEALTH SERVICES, Inc., a Florida not for profit corporation (the "Corporation"). SMA BEHAVIORAL HEALTH SERVICES, Inc. may in the discretion of the Board of Directors file fictitious names with the Florida Secretary of State Division of Corporations, including but not limited to: "Stewart-Marchman Center" "SMC" "ACT Pharmacy" or "ACT". SMA BEHAVIORAL HEALTH SERVICES, Inc., may conduct business under one or more fictitious name(s) until such time the Board of Directors elects to conduct business under the name SMA BEHAVIORAL HEALTH SERVICES, Inc..

2. ***PURPOSE & MISSION:***

The Corporation exists to promote good mental health, to improve the quality of life of individuals and families affected by mental illness, substance abuse, addictions and delinquency by providing superior prevention, intervention, crisis stabilization, education and treatment services. The Corporation offers these services to all persons, regardless of age, race, financial status or other criteria at its facilities in various locations in Northeast Florida.

3. ***SEAL:***

The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "SMA Behavioral Health Services, Inc." and in the center, the words "A Corporation Not for Profit".

4. ***OFFICES:***

The principal office of the Corporation shall be in Volusia County, Florida. The Corporation may also have offices at such other places as the Board of Directors may designate from time to time to meet the purposes that the Corporation may require.

ARTICLE II

DIRECTORS

1. ***AUTHORITY:***

The business and property of the Corporation shall be managed by the Chief Executive Officer (CEO) and monitored by the Board of Directors in accordance with these By-laws and the Articles of Incorporation of the Corporation.

Without limiting its authority, the Board's responsibilities shall include:

- A) Carrying out the purposes of the Corporation
- B) Establishing corporate policy
- C) Representing the Corporation in the community
- D) Securing adequate financial support for the Corporation and being responsible for the expenditure of corporate funds
- E) Considering for approval or rejection all nominations
- F) Adopting and amending the By-laws
- G) Hiring and/or terminating Board Attorney
- H) Hiring and/or terminating Chief Executive Officer
- I) Hiring and/or terminating Board Auditor

2. NUMBER:

The actual number of Board members within the minimum and maximum number of Directors set forth in the Articles of Incorporation shall be determined by the Board from time to time.

3. TERMS:

Members of the Board of Directors shall serve a two-year term. Members of the Board of Directors may serve an unlimited number of terms which need not be consecutive. Vacancies on the Board shall be filled at a regular or special meeting of the Board of Directors. In the event of a Director having three (3) consecutive unexcused absences, or five (5) unexcused absences in a calendar year then he or she will be deemed to have resigned from the Board of Directors. Board members who are unable to attend Board meetings due to illness or other personal circumstances shall notify the Chair, Committee Chair or CEO prior to their absence, and such absence shall be deemed "excused". A Director may request a non-active status for a period of up to one year and, in addition, may be considered for the Director Emeritus status. This request should be made of the Board Chairman and would be acted upon by the Executive Committee. Any person on such leave would be excluded from the quorum requirement at regular Board meetings.

4. SELECTION OF DIRECTORS:

Candidates for positions on the Board of Directors shall be submitted to the nominating committee. The nominating committee shall screen candidates with regard to their qualifications, interest, and abilities to serve the organization and shall submit a name or names to fill the vacancies to the Board of Directors for final disposition. When possible, Board membership shall reflect the geographical areas of the service area; ethnic, racial, and cultural groups; and the various businesses, professions and trades. The Board shall elect the Directors by a majority vote. The Nominating Committee shall be three in number and chaired by the Immediate Past Chairman of the Board. Each new Board member will receive a mandatory orientation coordinated by the CEO.

5. RESIGNATION:

Any Director may resign at any time by giving written notice of such resignation to the Chairman of the Board of Directors.

6. REMOVAL:

Directors may be removed from office pursuant to Florida Statutes Section 617.0808, as amended from time

to time, at any regular meeting, or at a special meeting called for that purpose. Directors may be removed with or without cause. Any Director proposed to be removed shall be entitled to at least five (5) days written notice of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

7. CODE OF ETHICS:

Members of the Board of Directors shall disclose any business relationship that could be construed as a conflict of interest with the organization. Members of the Board of Directors subscribe to clients' rights of privacy and confidentiality.

8. CONFLICT OF INTEREST:

It is the purpose of this policy to identify the areas where a Board member may come in conflict in the carrying out of his/her Board responsibilities.

(a) Policy: It is the policy of this Corporation that no member of the Board or his/her Immediate Family Member shall, by virtue of being on the Board, directly or indirectly receive or accept financial remuneration for himself/herself unless otherwise provided for in these By-Laws. No Board member or his/her Immediate Family Member shall be a staff member of the Corporation except in the case of a Board member whose Immediate Family Member was employed by either SMC or ACT prior to October 1, 2008 and whose employment by the Corporation was a result of the merger of SMC and ACT. For purposes of this policy, "Immediate Family Member" shall mean any spouse, parent, child, grandchild, sibling, mother in law, father in law, brother in law, sister in law, daughter in law and son in law. Adopted and step family members shall also be included in the definition of Immediate Family Member for purposes of this policy.

(b) Procedure: The Procedure for declaring and ruling on a conflict of interest will be as follows:

1. A Board member suspecting a possible conflict shall declare same to the Chairman or presiding officer prior to any voting on the matter in question.

2. Should the Chairman suspect that he/she has a possible conflict, the Chairman should declare same and pass the Chair to the Vice Chairman, or another member, who shall serve as presiding officer until the issue in question is completed.

3. The Chairman or presiding officer shall rule as to whether or not there is a conflict of interest.

4. Should the Chairman or presiding officer have a question requiring a legal opinion, the Board attorney shall be requested to render an opinion prior to the ruling.

5. The Chairman or presiding officer may request the Board to determine if a conflict of interest is at question. A majority vote of the Board members present is required to affirm the decision.

6. The Board member in conflict may participate in the discussion on the matter prior to the voting on the question of conflict.

7. In the event it is determined that a conflict exists, the Board member determined to have a conflict shall not vote on the issue involving the conflict.

8. Any issue on which a determination of conflict has been made shall require a majority vote of the members eligible to vote in order to be approved.

9. COMPENSATION OF DIRECTORS:

No Director shall receive compensation for services rendered in his or her official capacity as a Director.

10. VOTING:

A Board member has the right to vote in person (either by attending the meeting or by appearing by speakerphone), by executing a written consent or by proxy. The authority to vote by written consent shall be as set forth in Florida Statute Section 617.0821, as amended, and shall be utilized when the Board takes action on an item without a meeting of the Board of Directors. A proxy vote shall be allowed pursuant to Florida Statute Section 617.0721 and is defined as a Board member granting to another Board member the right to vote for said Board member. The proxy shall specify the item(s) and/or time period for which the proxy is valid.

11. ADMINISTRATION:

The Board of Directors shall employ a CEO who shall serve at the pleasure of the Board pursuant to a contract approved by the Board and signed by the Board Chair and the CEO. The CEO shall be the chief executive officer of the corporation, responsible to the Board of Directors for the overall management and operation of the corporation. The CEO shall convey to the Board the concerns and recommendations of the professional staff regarding quality of care. The duties of the CEO shall coincide with the current job description on file in the personnel office, and with the CEO's contract for employment. The CEO is an advisory member of the Board without voting privileges throughout his or her tenure.

12. DIRECTOR EMERITUS DESIGNATION:

At any time, the Board of Directors may, by a majority vote of the Directors, designate a Director who has served on the Board of the Corporation as a Director Emeritus. This is a position of honor in recognition of service to the Board. Those in this position shall not be counted for determining Board composition or quorum or for any other purpose. They shall be able to provide guidance and input at Board meetings, but shall have no vote. The attendance requirements of Article II, Paragraph 3 are inapplicable to Directors Emeritus.

ARTICLE III

BOARD OFFICERS

1. NUMBER:

The officers of the Board (hereinafter "Board Officer" or "Board Officers") elected from the Board of Directors shall be:

Chairman
Vice Chairman
Treasurer
Secretary

2. ELECTION, TERM OF OFFICE:

The Board Officers shall be elected at the annual meeting by the Board of Directors for a term of two (2) years. Board Officers may not serve more than two consecutive terms.

3. VACANCIES:

In case any office of the Board becomes vacant, the majority of the Directors then in office shall elect an officer to fill such vacancy. The officer so elected shall hold office and serve until the original term expires. Vacancies in an officer position must be filled as soon as possible. The majority vote of the Directors then in office shall be required to fill any vacancies.

4. CHAIRMAN:

The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall have and exercise the general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

5. VICE-CHAIRMAN:

The Vice Chairman shall preside at all meetings in the absence of the Chairman. The Vice Chairman shall also be a member of the executive committee and such other committees as assigned by the Chairman.

6. TREASURER:

The Treasurer shall be certain that all financial operations are maintained in accordance with approved practice as set forth by a certified public accountant and the fiscal policies of the Board of Directors. The Treasurer shall be familiar with procedures followed in the receiving and disbursement of all monies. The Treasurer, in collaboration with the finance committee, shall analyze and deliver a monthly financial statement to the Board of Directors.

7. SECRETARY:

The Secretary shall cause to be kept an accurate record of all meetings of the Board of Directors and shall cause such minutes to be recorded in a minute book which shall be kept as a permanent record. In case of the absence or disability of the Secretary the Board may appoint an assistant Secretary to perform the duties of the Secretary during said absence or disability.

8. REMOVAL:

Board Officers may be removed from office by the affirmative vote of a majority of all the Directors in office at any regular meeting or any special meeting called for that purpose. Any Board Officers proposed to be removed shall be entitled to at least five (5) days written notice of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE IV

EXECUTIVE COMMITTEE

1. COMPOSITION:

The Executive Committee shall consist of all of the Board Officers, the immediate past Chairman and current Committee Chairs. The Chief Executive Officer shall serve as Ex-Officio member of the Executive Committee.

2. ACTIONS:

The Executive Committee shall have all powers necessary to manage the affairs of the Corporation when action is required on short notice or in an emergency situation, and it is not convenient to wait for a formal Board meeting; nevertheless, the following specific matters that it may not do without the prior written authorization of the Board of Directors:

- a) Take any action which would significantly vary from the Purpose and Mission of the Corporation or materially vary from the strategic plan adopted and approved by the Board of Directors;
- b) Incur any obligation or undertake any expenditure which would significantly vary from the annual budget adopted and approved by the Board of Directors.

The Executive Committee shall file a written report, usually in the form of minutes, to the Board of Directors at the next regularly scheduled Board meeting following any Executive Committee action, detailing any action taken since the previous meeting of the Board of Directors. At any time a significant determination has been made that would normally require Board approval, the Executive Committee shall seek ratification by the Board of Directors as to any action taken.

ARTICLE V

MEETINGS

1. ANNUAL MEETINGS:

The Annual Meeting shall be held at a time and place determined by the Chairman, with Board approval.

2. REGULAR MEETINGS:

Regular meetings of the Board of Directors shall be monthly with the dates and times to be set by a majority of all members present.

3. SPECIAL MEETINGS:

Special meetings of the Board of Directors or the Executive Committee may be called by the Chairman or Vice-Chairman. A specific meeting of the Board of Directors must be called by either of them or on the written request of any three members of the Board of Directors. Minutes of these meetings shall be taken, transcribed and ratified as provided under the same procedures set forth in Article IV, Section 2.

4. NOTICE OF MEETINGS:

Notice of all Board and committee meetings shall be given by mail at least five (5) days before the meeting, to the usual business, residence or e-mail address of the Directors. Emergency meetings may be called by telephone, but notification must be received by attendees at least one day before the meeting.

5. QUORUM:

At all Board and committee meetings, a majority of the members shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be considered as the act of the Board of Directors or committee, except as may otherwise specifically be provided by statute, by these By-laws, or by the Articles of Incorporation.

6. SPECIAL MEETINGS:

Any special meeting of the Board of Directors or any committee meeting may be held telephonically or electronically, with notification received by attendees at least one day prior.

ARTICLE VI

COMMITTEES

1. STANDING COMMITTEES:

Standing Committees shall be the Executive, Finance, Quality and Program Review, Marketing, Advocacy and Nominating Committees. Each committee shall be appointed by the Chairman at the Annual Meeting. Each committee shall have not less than three members. The Chairman shall issue a written charge to each committee at the beginning of each year.

A QUALITY AND PROGRAM REVIEW:

The quality and program review committee shall consist of at least three Directors and shall meet periodically to review the clinical and programmatic functions of the organization and the quality. The members of the quality and program review committee (including it's the committee's chairperson) shall be appointed by the Board Chairman.

The quality and program review committee shall make periodic reviews of selected clinical components, and report its findings to the CEO and the Board of Directors.

The quality and program review committee shall review professional staff credentials and make specific recommendations regarding privileges to the Board of Directors.

The quality and program review committee shall be responsible for annually reviewing and updating the Corporation's professional staff practices, quality improvement plan, utilization review plan, and plan for professional services, in conjunction with the Professional Staff Organization.

The quality and program review committee shall review all new proposed programs.

The personnel committee shall be a sub-committee of the quality and program review committee:

The personnel sub-committee shall consist of at least three Directors and shall meet periodically to review the personnel functions of the organization. The members of the personnel sub-committee (including the sub-committee's chairperson) shall be appointed by the Board Chairman.

The personnel sub-committee shall review those grievances that require its involvement pursuant to the personnel policies of the Corporation.

The personnel sub-committee shall also review the Corporation's fringe benefit package and make recommendations for any additions or deletions to the package.

The personnel sub-committee shall be responsible for reviewing and updating the Corporation's personnel policies on an annual basis.

B. FINANCE COMMITTEE:

The finance committee shall consist of at least three Directors and shall meet periodically to review the financial functions of the organization. The members of the finance committee (including the committee's chairperson) shall be appointed by the Board Chairman. The Treasurer shall serve as chair of the Finance Committee.

The finance committee shall review budget material, including proposed and amended budgets, revenue and expense summaries, annual audits, and other finance documents prior to their submittal to the Board of Directors for review, and/or approval.

The finance committee shall work with the CEO or his designee to monitor the Corporation's insurance needs (including liability, property and casualty, fidelity bonds, etc.).

The finance committee shall be responsible for reviewing and updating the Corporation's fiscal policies on an annual basis.

The audit sub-committee shall be a sub-committee of the finance committee. The audit sub-committee shall consist of at least three Directors and shall meet periodically to provide oversight to the financial reporting process, monitor the Corporation's choice of accounting policies and principles, and monitor internal control processes. The audit committee shall ensure open communication among the committee, management, internal auditors, and external auditors. The audit committee shall oversee the hiring and performance of external auditors.

C. MARKETING COMMITTEE:

The marketing committee shall consist of at least three Directors and shall be responsible for the formulation, monitoring and periodic revision of the Corporation's marketing plan. The Board chairman shall appoint the chair and members of the marketing committee.

The marketing committee shall establish performance benchmarks related to the marketing plan and assess organizational performance related to those benchmarks. This information shall be periodically reported to the Board of Directors.

D. NOMINATING COMMITTEE:

The nominating committee will be chaired by the Immediate Past Chairman of the Board. The Chairman of the Board shall appoint at least two additional members. The nominating committee

shall receive recommendations for membership to the Board of Directors and after review, prepare a recommendation to the Board of Directors to fill any vacancies. Individuals may be appointed to fill vacancies at any regular or special meeting of the Board. This committee shall prepare a slate of nominees for Officers of the Board that shall be presented to the Board. This committee shall take into consideration the structure of the Board and the members serving on the Board and strive to keep a balance of responsible and representative members on the Board of Directors. This committee may recommend the replacement of a Board Member who does not appear to be interested or responsive to the purpose of the Corporation.

E. ADVOCACY COMMITTEE:

The Advocacy Committee shall be responsible for developing the extent and the manner in which the Corporation pursues its goals with governmental, public and private organizations including but not limited to, governmental entities, private philanthropic organizations and the public in general.

2. OTHER COMMITTEES:

The Chairman may appoint such Ad Hoc Committees as may be necessary to provide recommendations concerning the activities of the Corporation. Membership on such committees may consist of members of the Board of Directors, former members of the Board of Directors, or other persons qualified to render assistance to the Corporation. Special consideration shall be given to former members of the Board of Directors for a committee appointment such that the former Board member(s) may continue to be active in supporting the mission of the Corporation.

3. ADVISORY COMMITTEES:

The Chairman may appoint such advisory committees as may be necessary to provide recommendations concerning the activities of programs and services of the Corporation. Advisory committee members shall be appointed by the Board of Directors. The advisory committee shall be responsible for making recommendations to the Board for appointments. Membership on such committees shall reflect the program/service represented. A member of the Board of Directors shall serve as liaison to any and all advisory committees. Principles shall be created by the Board as to each such committee created, pursuant to the template approved by the Board, and shall control the operation of the Committee.

ARTICLE VII

FISCAL YEAR:

The fiscal year of the Corporation shall commence on July 1, of each year and end on June 30.

ARTICLE VIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS:

No Director shall receive at any time any of the net earnings or profit from the operations of the Corporation. No person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that, upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debits have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts

as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

INVESTMENTS:

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest or reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation which is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X

INDEMNIFICATION:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, civil penalties, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

To the extent that any person referred to in paragraphs (a) and (b) of this article has been successful on the

merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Any indemnification under paragraphs (a) and (b) of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, or by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as provided in this article.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

For the purposes of this article, references to "the Corporation " include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he/she would if he/she had served the resulting or surviving corporation in the same capacity.

ARTICLE XI

AMENDMENTS:

These By-laws may be altered, amended, or repealed at any meeting of the Directors of the Corporation by a vote of two-thirds (2/3) of the total number of Directors then in office, provided that written notice of the proposed amendment has been provided to the Directors at least fourteen (14) days prior to the meeting.

These By-laws shall be reviewed at least every 2 years and the date recorded.

ARTICLE XII

EXEMPT ACTIVITIES:

Notwithstanding any other provision of these By-laws, no member, Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by organization contributions to which are deductible under Section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII

RULES OF ORDER:

The rules of parliamentary practice for this organization shall be Robert's Rules of Order, Newly Revised, for all matter of procedure, provided that they are not inconsistent with these By-laws.

ARTICLE XIV

CHECKS, DRAFTS, DEPOSITS, FUNDS

1. CHECKS:

All checks, drafts or orders for payment of money issued in the name of the Corporation shall be signed by any two of the following:

- a) Chairman
- b) Vice Chairman
- c) CEO
- d) Treasurer
- e) Other Employee(s) as approved by Corporate Resolution

All such persons shall be bonded. Bonding premiums shall be paid by the Corporation. All notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by any two of the following:

- a) Chairman
- b) Vice Chairman
- c) CEO
- d) Other Board-approved designees

All Corporate resolutions for establishment of financial accounts shall be signed by the Secretary and the Treasurer.

2. DEPOSITS:

All funds of the Corporation shall be deposited without undue delay to the credit of the Corporation in a financial institution as approved by resolution of the Board of Directors.

3. GIFTS AND FUNDS:

The Board of Directors may accept or reject on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

4. FINANCIAL AND FISCAL PRACTICES:

All financial and fiscal practices shall be consistent with the Corporation's Fiscal and Accounting Policies currently in effect, and as amended from time to time.

5. ANNUAL AUDIT:

An annual, independent audit of the Corporation's financial transactions by a Certified Public Accountant shall be initiated within ninety (90) days after the close of the fiscal year, and received within 180 days after the close of the fiscal year.

ARTICLE XV
POLICY MANUAL

The Policies which govern the operation of the Corporation shall be specified in a Policy Manual developed by the CEO and recommended to the Board for approval. The Policy Manual shall be reviewed and revised as necessary, and at least every two years.