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Florida Department of State

Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MANATEE GLENS CORPORATION

Certificate of Status	0
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Amended & Restated

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Articles
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 1999

MANATEE GLENS CORPORATION
391 6TH AVE W
P.O. BOX 9478
BRADENTON, FL 34206-9478US

SUBJECT: MANATEE GLENS CORPORATION
REF: 704638

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000008004
Letter Number: 699A00017149

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

MANATEE GLENS CORPORATION
391 6TH AVE W
P.O. BOX 9478
BRADENTON, FL 34206-9478US

SUBJECT: MANATEE GLENS CORPORATION
REF: 704638

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000008004
Letter Number: 399A00017438

H990000080046

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

We hereby certify that, at a meeting of the members of MANATEE GLENS CORPORATION, held at 391 Sixth Avenue West, Bradenton, Florida, on the 28th day of May, 1997 the following Amendments to the Articles of Incorporation of said Corporation as reincorporated by Certificate of Reincorporation filed October 8, 1962 with the Secretary of State of the State of Florida, constituting a complete amended and restated compilation of the Articles of Incorporation, were adopted by affirmative vote of more than two-thirds of the members present.

And we further certify that said meeting was duly and regularly called and held, and that quorum was present, written notice of said meeting and of the proposed amendments having been mailed to each member at their address as shown on the records of the Corporation not less than thirty (30) days prior to the date of said meeting.

IN WITNESS WHEREOF, we have affixed our hands and the corporate seal of the Corporation at Bradenton, Florida this 28th day of May, 1997.

MANATEE GLENS CORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA
99 APR -7 AM 10:08
FILED

SEAL

By: Austin R. Pickering
Austin R. Pickering, Chairman

ATTEST:

JoAnne H. Duke
JoAnne H. Duke, Secretary

H990000080046

PREPARED BY:
Timothy A. Knowles, Esquire (Fla. Bar No. 348181)
Harllee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation shall be MANATEE GLENS CORPORATION whose principal place of business is located at 391 Sixth Avenue West, Bradenton, Florida 34205.

ARTICLE II - PURPOSE

The purpose of this Corporation shall be the exclusive charitable purpose of promoting better mental health including freedom from drug abuse in the State of Florida and primarily in Manatee County and surrounding communities by providing care facilities, education, research, diagnostic and therapeutic activities. All activities are to be carried out in an exclusively charitable manner, within the meaning of Section 501(c)(3) of the Internal Revenue Code ("IRC") of 1986, as it may thereafter be amended. In furtherance of the Corporation's charitable purpose, the Corporation may engage in any lawful business activity, even those activities which may constitute "unrelated business activities" under IRC Section 512 et. seg. and cause the Corporation to incur income tax liability for "unrelated business income" under the IRC. There shall be no shareholders, and no part of the income of this Corporation shall be distributed to its members, directors or officers.

ARTICLE III - MEMBERSHIP

Membership requirements shall be determined by the Board of Directors.

ARTICLE IV - OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors. The standard term of membership of the Directors shall be for three (3) years in accordance with the Bylaws of this Corporation. Election to membership on the Board of Directors shall be by majority vote of the Directors present at the annual meeting called for such purpose. The Bylaws may provide for the election of Directors to fill a partial term in the event of the death, resignation or removal of a Director. The officers of this corporation shall be Chairman, Vice Chairman, Secretary, Treasurer and such other officers as provided for in the Bylaws. Election of the officers to these offices of this Corporation shall be at the same annual meeting as election of the Board of Directors.

ARTICLE V - BYLAWS

The Bylaws of this Corporation are to be made, altered or rescinded by a majority vote of the Board of Directors present at any duly called meeting of this Corporation provided that a quorum of Directors be present.

ARTICLE VI - CORPORATION POWERS

This Corporation shall have power to do all acts permitted by law and all other necessary powers to carry out its stated purpose including the ownership of real property.

ARTICLE VII - TERM

This Corporation shall exist perpetually or until dissolved according to law.

ARTICLE VIII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation in accordance with Florida Statute 617.05, the assets shall be distributed in a manner to be determined by a majority vote of the Board of Directors at a duly called meeting provided that a quorum be present.

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by affirmative two-thirds (2/3) vote of a quorum of members of the Board of Directors present a duly called meeting of the Corporation of which the members of the Board of Directors shall have received not less than 30 days written notice by mail addressed to their addresses as they appear on the records of this Corporation when such notice was mailed. Such notice must include a copy of the proposed amendment or amendments.

ARTICLE X - REGISTERED AGENT

The current Registered Agent for the Corporation is Timothy A. Knowles, whose address is 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE XI - APPROVAL

These Amended and Restated Articles of Incorporation were adopted and approved on May 28, 1997 by affirmative vote of more than two-thirds of the members which votes were sufficient for approval.