

739141

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000280838 3)))



H140002808383ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations Attn: Annette Ramsey
Fax Number : (850) 617-6380

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 398-3911
Fax Number : (904) 396-0663

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Jrueberman@gtlaw.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MENTAL HEALTH RESOURCE CENTER, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

RECEIVED

14 DEC -5 PM 11:14

STATE OF FLORIDA
DIVISION OF CORPORATIONS
1215 N. GULF BLVD.
TALLAHASSEE, FL 32304

Electronic Filing Menu

Corporate Filing Menu

Help

AJR

1215/14

1-1-15

FILED
H140002808383
2014 DEC -5 PM 12:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MENTAL HEALTH RESOURCE CENTER, INC.**

(Effective January 1, 2015)

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is MENTAL HEALTH RESOURCE CENTER, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation will be located at 10550 Deerwood Park Boulevard, Suite 600, Jacksonville, Florida 32256, and may be changed to such other address as may be determined by the Board of Directors from time to time.

ARTICLE III

DURATION

The term of duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES, LIMITATIONS AND DISSOLUTION

4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes, to provide mental health, alcoholism and substance abuse treatment services, and child welfare services, including without limitation owning, leasing, conducting, operating or managing mental health, alcoholism and substance abuse treatment programs and health care facilities and other facilities related thereto; and to make contributions and confer benefits in furtherance of its purposes to Renaissance Behavioral Health Systems, Inc. and Renaissance Center, Inc., or to such other organization or organizations that qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue law (the "Code").

H14000280838 3

4.2 Limitations. 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 Section 4.1 of this Article. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

4.3 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to Renaissance Behavioral Health Systems, Inc. and Renaissance Center, Inc., or to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida, as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V

POWERS

Subject to the restrictions and limitations set forth in Article IV and the bylaws, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities; to borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other

H14000280838 3

interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the Board of Directors to be in furtherance of such purpose or purposes.

ARTICLE VI

MEMBERSHIP

The Corporation shall have one member, which shall be Renaissance Behavioral Health Systems, Inc., a Florida not for profit corporation (the "Member").

ARTICLE VII

BOARD OF DIRECTORS

7.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the bylaws of Corporation.

7.2 Number and Election. The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected by the Member as provided in the bylaws of the Corporation.

ARTICLE VIII

INDEMNIFICATION

Subject to the bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE IX

BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended or repealed only by the Member of the Corporation.

H14000280838 3

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended only by the Member.

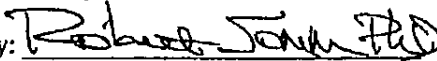
ARTICLE XI

PRESENT REGISTERED OFFICE AND REGISTERED AGENT

The street address of the present registered office of the Corporation is 10550 Deerwood Park Boulevard, Suite 600, Jacksonville, Florida 32256, and the name of its registered agent at such address is Robert A. Sommers, Ph.D.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused these Second Amended and Restated Articles of Incorporation to be executed on behalf of the Corporation this 4th day of December, 2014.

MENTAL HEALTH RESOURCE
CENTER, INC.

By: 

Name: Robert Sommers, Ph.D.

Title: President/CEO

H14000280838 3

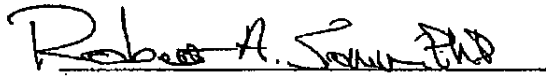
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
MENTAL HEALTH RESOURCE CENTER, INC.
2. The name and address of the registered agent and office are:
**ROBERT A. SOMMERS, PH.D.
10550 DEERWOOD PARK BOULEVARD, SUITE 600
JACKSONVILLE, FLORIDA 32256**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: December 4th, 2014


Robert A. Sommers, Ph.D.

H14000280838 3

**CERTIFICATE OF SECOND AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
MENTAL HEALTH RESOURCE CENTER, INC.**

The undersigned, on behalf of MENTAL HEALTH RESOURCE CENTER, INC., a Florida not for profit corporation (the "Corporation"), does hereby certify to the Secretary of State of the State of Florida:

1. The name of the corporation whose Articles of Incorporation are being amended and restated pursuant to Section 617.1002, Florida Statutes, is: MENTAL HEALTH RESOURCE CENTER, INC.

2. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A (the "Restated Articles").

3. The Restated Articles contain amendments to the articles of incorporation requiring member approval. The Member of the Corporation, by a number of votes cast sufficient for approval, adopted and approved the proposed amendments by written consent dated September 15, 2014 and executed in accordance with Section 617.0701, Florida Statutes.

4. The effective date of the Restated Articles shall be 12:01 a.m. on January 1, 2015.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused this certificate to be executed on behalf of the Corporation this 4th day of December, 2014.

MENTAL HEALTH RESOURCE
CENTER, INC.

By: 

Name: Robert Sommers, Ph.D.

Title: President/CEO