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OUR FILE NUMBER

10569.09000

WRITER'S DIRECT DIAL NUMBER

(407) 650-0624

April 23, 1993

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

FILED
APR 25 1993
STATE OF FLORIDA
CORPORATION DIVISION

Re: Hanley-Hazelden, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and a duplicate of the amended and restated Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	<u>\$122.50</u>

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Amended & Restated Art.

Sincerely,

4-29-93

T. Hunt

Thomas P. Hunt
For the Firm

Enclosures
TPH/kpb/154
FUD 050793

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

HANLEY - HAZELDEN CENTER AT ST. MARY'S, INC.
Filed on April 26th, 1993.

The undersigned, a natural person competent to contract and the President of the hereinafter described corporation, hereby files and certifies that these Second Amended and Restated Articles of Incorporation of Hanley - Hazelden Center at St. Mary's, Inc. (the "Corporation"), which amend Articles I, II, III, IV, V, VI, VII, VIII, IX, X and XI in accordance with Section 617.1007(4), have been adopted by the unanimous vote of the currently serving Members of the Corporation at a meeting of such Members on March 25, 1993 which vote was sufficient for the approval hereof. The above Articles are the only Articles affected by these Second Amended and Restated Articles of Incorporation.

ARTICLE I.

NAME AND ADDRESS

The name of this Corporation shall be HANLEY - HAZELDEN CENTER AT ST. MARY'S, INC. The address of its principal office and mailing address is 5200 East Avenue, West Palm Beach, FL 33407.

ARTICLE II.

PURPOSES & POWERS

Section 1. Purposes.

(a) The general purpose of the Corporation is to receive and administer funds and property for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

(b) One Member of the Corporation is a corporation controlled by Franciscan Sisters of Allegany, New York, Inc., a religious congregation of the Roman Catholic Church (the "Franciscans"). The Franciscans participate in this Corporation through the Member they control in order (i) to witness Christ's concern for the cause of the sick and injured and the teachings of the Roman Catholic Church regarding Christian health care, and (ii) to extend their religious apostolate of charitable services (iii) while at the same time recognizing and respecting the nonsectarian objectives of the other Members of the Corporation.

(c) An additional purpose of the Corporation is to serve the needs of chemically dependant persons and significant others through prevention, assessment, rehabilitation, education, family, after care and similar programs, and to support the teachings and philosophies of Al-Anon and Alcoholics Anonymous.

(d) To carry out its general purpose the Corporation will be operated in accordance with the Ethical and Religious Directives for Catholic Health Facilities as promulgated by the United States Catholic Conference and will provide services described in Section 170(b)(1)(A)(iii) of the United States Internal Revenue Code (the "Code"), including facilities and personnel for the care, treatment and rehabilitation of persons who are dependent on, or otherwise abuse, chemical substances.

Section 2. Powers.

(a) The Corporation's purposes as herein stated shall be carried out by its Trustees in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. To this end the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, any property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state,

nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by its charter, Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes, and except to the extent that benefit enures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, trustee, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Sections 170(c)(2), or 2055(a) of the Internal Revenue Code of 1954, as amended.

(v) Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, one third (1/3) by fair market value to ST. MARY'S MEDICAL CENTER, INC., a Florida not for profit corporation, one third (1/3) by fair market value to the HAZELDEN FOUNDATION, a Minnesota not for profit corporation, and one third (1/3) by fair market value to HANLEY-HAZELDEN FOUNDATION, INC., a Florida not for profit corporation formerly known as HANLEY-HAZELDEN, INC., each an organization exempt from taxation under Section 501(c)(3) of the Code, or if any of the aforesaid corporations is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then its share as set forth above shall be distributed at the direction of the Franciscans in the case of ST. MARY'S MEDICAL CENTER, INC., at the direction of the HAZELDEN FOUNDATION, in the case of its share, and HANLEY-HAZELDEN FOUNDATION, INC., in the case of its share. Any assets not so disposed of shall be disposed of by a court of

competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE III.

MEMBERS

Section 1. The Corporation shall have as its members three (3) not for profit corporate entities, referred to herein as the Members.

Section 2. Unless changed by an amendment to the Articles of Incorporation of the Corporation, the Members shall be as follows:

A. ST. MARY'S ANCILLARY SERVICES, INC., a Florida not for profit corporation;

B. HAZELDEN FOUNDATION, a Minnesota not for profit corporation; and

C. HANLEY-HAZELDEN FOUNDATION, INC., a Florida not for profit corporation formerly known as HANLEY-HAZELDEN, INC.

Section 3. The Members shall be automatically admitted to membership upon the filing of these Articles of Incorporation.

ARTICLE IV.

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V.

OFFICERS

(a) The Corporation shall have a President, an Executive Vice-President, a Secretary, and a Treasurer, and it may have additional and assistant officers including, without limitation thereto, Assistant Secretary(ies), Recording Secretary(ies) and Assistant Treasurer(s). A person may hold more than one office, except that the President may not also be the Secretary or the Treasurer or Assistant Secretary, or Assistant Treasurer.

(b) Officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VI.

TRUSTEES

(a) The affairs and business of the Corporation shall be conducted by a Board of Trustees consisting of not less than three (3) persons, the exact number to be determined from time to time in accordance with the Bylaws.

(b) The Board of Trustees and their addresses shall be:

NAME

ADDRESS

Dr. William Adkins	3702 Broadway West Palm Beach, FL 33407
Mr. John Brogan	111 Clarke Avenue Palm City, FL 33480
Ms. Julie Brown	St. Mary's Hospital 901 45th Street West Palm Beach, FL 33407

Sister Patricia Friel, O.S.F.	St. Mary's Hospital 901 45th Street West Palm Beach, FL 33407
Ms. Anita Hamilton	1436 North Ocean Way Palm Beach, FL 33480
Mr. John W. Hanley	713 S.W. Thornhill Lane Piper's Landing Palm City, FL 34990
Mrs. Mary Jane Hanley	713 S.W. Thornhill Lane Piper's Landing Palm City, FL 34990
Mr. Wentz Miller	St. Mary's Hospital 901 45th Street West Palm Beach, FL 33407
Mr. Richard Rintelmann	8313 Quadrant Avenue South Hastings, MN 55033
Mr. Thomas Rossin	Rossin & Noto Suite #1001 505 South Flagler Drive West Palm Beach, FL 33401
Sister Frances Shepheru, O.S.F.	St. Mary's Hospital 901 45th Street West Palm Beach, FL 33407
Mr. Jerry Spicer	Hazelden Foundation Box 11 Center City, MN 55012

(c) Trustees shall be elected, removed, and hold office as provided in the Bylaws.

ARTICLE VII.

BYLAWS

The Members of the Corporation shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Members in any manner permitted by the Bylaws which is in accord with the purposes of the Corporation as set out in these

Articles of Incorporation and any agreements among all of the Members.

ARTICLE VIII.

AMENDMENT.

These Articles of Incorporation may be amended by unanimous vote of the Corporation's then serving Members in any manner (i) which does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c)(3) of Internal Revenue Code of 1954, as amended and (ii) is in accord with any agreements among all of the Members.

ARTICLE IX.

INDEMNIFICATION OF TRUSTEES AND OFFICERS

(a) The Corporation hereby indemnifies any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee or officer of the Corporation, or in his capacity as Trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he

served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such trustee or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a trustee or officer of the Corporation, or by reason of his being or having been a Trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best

interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or officer seeks indemnification were properly incurred and whether such Trustee or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE X

CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with (i) the Ethical and Religious Directives for Catholic Health Facilities as promulgated by the United States Catholic Conference; (ii) the health care mission, philosophy and policies of the Franciscans and the Hazelden Foundation, a Minnesota charitable organization, and (iii) the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XI

REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent of this corporation are Timothy Plant, 5200 East Avenue, West Palm Beach, Florida 33407.

ARTICLE XII

INCORPORATOR

The name and address of the person signing the Second Amended and Restated Articles of Incorporation are Jerry Spicer, 15245 Pleasant Valley Road, Center City, Minnesota 55012.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation and the subscriber of the foregoing Second

Amended and Restated Articles of Incorporation, has hereunto set his hand and seal this 7th day of April, 1993.

Jerry Spicer
Jerry Spicer, President

STATE OF MINNESOTA

COUNTY OF Chisago

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Jerry Spicer, to me well known or having produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 7th day of April, 1993.



(Seal)

Janyce E. DuFour
Notary Public,

My Commission expires: 11-12-97

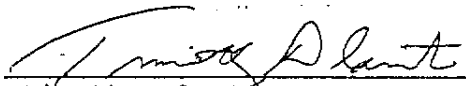
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for HANLEY-HAZELDEN CENTER AT ST. MARY'S, INC., a Florida corporation (the "Corporation"), in the foregoing Second Amended and Restated Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Dated: April 19, 1993

By:


Timothy Plant