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(Business Entity Name)

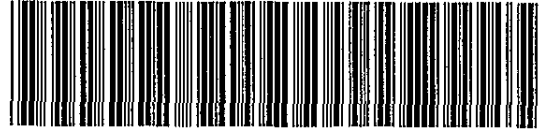
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N04792

MERSON, SAWYER, JOHNSTON, DUNWODY & COLE

A PARTNERSHIP INCLUDING PROFESSIONAL SECTIONS

SOUTHEAST FINANCIAL CENTER  
200 SOUTH W. 4TH AVENUE BOULEVARD  
MIAMI, FLORIDA 33131

(305) 358-9100  
CABLE MERCURE TELECOM

MAPLES OFFICE  
800 FIFTH AVENUE SOUTH  
MAPLES, FLORIDA 33047  
TELEPHONE (813) 267-1500

May 14, 1985

Secretary of State  
Division of Corporations  
2801 Ponce de Leon Boulevard  
Suite 820  
Coral Gables, Florida 33134

006 0492 5/21/85 12.00  
006 0492 5/21/85 10.00  
005 0492 5/21/85 25.00

Re: Hanley-Hazelden Center at St. Mary's, Inc.

N04792

Gentlemen:

Enclosed herewith please find the original and two signed copies of the Amended and Restated Articles of Incorporation of Hanley-Hazelden Center at St. Mary's, Inc., together with a check in the amount of \$25.00 in payment of the following:

Filing Fee	\$15.00
(2) Certified copies	10.00
Total	\$25.00

FILED  
MAY 14 2 51 PM '85  
SECRETARY OF STATE  
MIAMI, FLORIDA

If the enclosed documents are in order, please file the original and certify the two copies and return to us as soon as possible.

If you have any questions, please do not hesitate to call me.

Very truly yours,

*Wesley M. Robinson*  
Wesley M. Robinson  
For the Firm

WMR/jeb  
Enclosures

Name	
Availability	
Position	
Address	
Signature	<i>[Signature]</i>
Letter	
Verifier	<i>[Signature]</i>
Acknowledgment	
W. P. Verifier	<i>[Signature]</i>

C. TAX	15
R. F. TAX	
C. COPY	10
TOTAL	25
N. BANK	
BALANCE DUE	
REMOVED	
PHOTO COPY	

W01/b  
4:00pm

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

HANLEY-HAZELDEN CENTER AT ST. MARY'S, INC.

A Florida Not for Profit Cororation

THE UNDERSIGNED OFFICERS, natural persons competent to contract, hereby file these Amended and Restated Articles of Incorporation of Hanley-Hazelden Center at St. Mary's Inc. and hereby certify as follows:

The original and present name of the corporation is HANLEY-HAZELDEN CENTER AT ST. MARY'S, INC. The date of original incorporation is August 20, 1984.

These amended and restated Articles of Incorporation were duly adopted by the members of the corporation on May , 1985. All amendments included herein have been adopted pursuant to Section 617.0201(4) of the Florida not for profit corporate code. There is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of the restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest.

The provision being amended is Article II, Section 2(b)(v).

FILED  
JULY 14 1985  
CORPORATION  
HALL COUNTY, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be: HANLEY-HAZELDEN  
CENTER AT ST. MARY'S, INC.

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) To serve the needs of chemically dependant persons and significant others through prevention, assessment, rehabilitation, education, family and after care 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, all 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 enure 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 affecting 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 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, INC., a Florida not for

profit corporation, each an exempt organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue 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 at the discretion of HANLEY-HAZELDEN, INC., in the case of its share, but in any case the assets shall only be distributed to organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable 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, INC., a Florida not for profit corporation.

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.

SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

Barry G. Craig, Esquire  
Mershon, Sawyer, Johnston,  
Dunwody & Cole  
Southeast Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

ARTICLE VI.

OFFICERS

(a) The Corporation shall have a President, a Vice-President, and a Secretary-Treasurer, and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Trustees, and Assistant Secretaries and Assistant Treasurers. A person may hold more than one office, except that the President may not also be the Secretary-Treasurer or Assistant Secretary-Treasurer.

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

ARTICLE VII.

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 first Board of Trustees and their addresses shall be:

<u>NAME</u>	<u>ADDRESS</u>
John E. Fidler	901 Forty-Fifth Street West Palm Beach, Florida 33407
John W. Hanley	1390 Brickell Avenue Miami, Florida 33131
DuWayne E. Johnson	Box 11 Center City, Minnesota 55012

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

ARTICLE VIII.

BYLAWS

The Board of Trustees shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Trustees 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 IX.

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 X.

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 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.

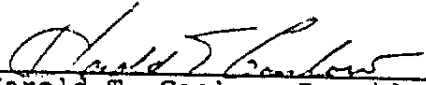
(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.


ARTICLE XI

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.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the corporation, have hereunto set their hands and seals this 10<sup>TH</sup> day of MAY, 1985.

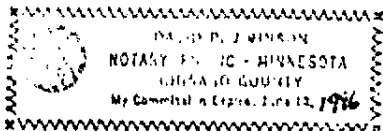
  
\_\_\_\_\_  
Harold T. Conlow, President

  
\_\_\_\_\_  
DuWayne E. Johnson, Secretary

STATE OF MINNESOTA  
COUNTY OF CHISHOLM

I HEREBY CERTIFY that on this day personally appeared before me, HAROLD T. CONLOW, President, to me known 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 10<sup>th</sup> day of May, 1985.



(SEAL)

Donald P. Johnson  
Notary Public, State of Minnesota  
at Large

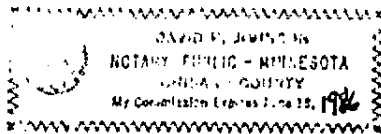
My Commission Expires: 06-18-86



STATE OF MINNESOTA  
COUNTY OF CHISHOLM

I HEREBY CERTIFY that on this day personally appeared before me, DUWAYNE E. JOHNSON, Secretary, to me known 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 10<sup>th</sup> day of May, 1985.



*David E. Johnson*  
Notary Public State of Minnesota  
at Large

My Commission Expires: 06-18-86

(SEAL)