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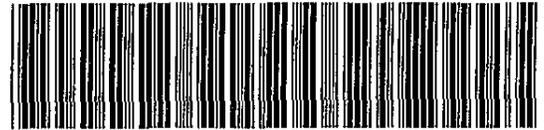
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September 12, 1984 035 3297 0714 84 15.00
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Ms. Nettie Sims
Bureau Chief
Bureau of Corporations
Secretary of State
The Capitol
20th Floor
Tallahassee, Florida 32301

Dear Nettie:

This letter will confirm our telephone conversation September 11, 1984. We are counsel to the Hanley-Hazelden Center at St. Mary's, Inc., a Florida not for profit corporation. We had filed the articles of incorporation (the "Articles") of the corporation with the Florida Secretary of State's office on August 20, 1984. It is necessary to amend Article VII of the Articles to conform to the intention of the Corporation. That article, as submitted, had provided generally that the affairs and business of the corporation would be conducted by a Board of Trustees consisting of twelve (12) persons. The actual intent had been that three (3) persons would serve as Trustees of the Corporation and, consistent with that intent, only three (3) persons' names were listed in Article VII as constituting the Board of Trustees. We propose to file an amendment to the Articles to reflect that fact. We feel, as a legal matter, that this amendment must be executed and filed by the incorporator of the Corporation, Barry G. Craig.

FILED
1984 SEP 13 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
2 Resubmit
Articles
9-13-84

There are two independent bases for this conclusion. (1) As you know, Section 617.002 of the Florida Statutes provides that the Florida General Corporation Act, Chapter 607 (the "Corporate Code"), shall apply to all not for profit corporations except where the Corporate Code conflicts with the Florida Not For Profit Corporation Act, Chapter 617 (the "Not For Profit Corporation Code"). Section 607.187(2) of the

OK to file
per Nettie

Name	As you know, Section 617.002 of the Florida Statutes provides that the Florida General Corporation Act, Chapter 607 (the "Corporate Code"), shall apply to all not for profit corporations except where the Corporate Code conflicts with the Florida Not For Profit Corporation Act, Chapter 617 (the "Not For Profit Corporation Code"). Section 607.187(2) of the
Availability	
Deputy	
Updater	
Secretary	
Administrative	
W. P. Verifier	

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Corporate Code provides that the incorporator is required to execute and file an amendment desired to be filed prior to the taking of any corporate action, e.g. holding organizational meetings of either the board of directors, shareholders or the issuing shares of the corporation. In our case, no corporate action of any type has been taken and Section 607.187(2), as applied to a non-profit corporation, would require the incorporator to file the amendment unless there is a conflicting provision in the Not-for-Profit Corporate Code. We do not believe such conflict exists.

We are aware that Section 617.018(1) provides generally that the president or vice-president and secretary or assistant secretary execute articles of amendment for a not for profit corporation. That section does not purport to exclude other methods of amending the articles of incorporation, or to otherwise claim that the method of amending the articles of incorporation set forth therein is exclusive. Consequently, we do not believe that Section 617.018(1) conflicts with Section 607.187(2).

This conclusion has support from the Corporate Code itself. Section 607.187(1) is an identical provision to Section 617.018(1). If Section 607.187(1) were construed to be exclusive, then a profit corporation could not avail itself of the procedure set forth in Section 607.187(2). Because a for profit corporation can take advantage of the latter procedure, it is obvious that Section 607.187(1) is not exclusive and Section 607.187(1) and (2) are not in conflict. Because Section 607.018(1) and Section 617.187(1) are worded identically, it would follow that Section 617.187(1) and Section 607.018(2) are also not in conflict. Therefore, the incorporator of a not for profit corporation must file an amendment pursuant to Section 607.018(2), as that section is incorporated into the Not for Profit Corporation Code by Section 617.002.

(2) The second basis for reaching this conclusion is perhaps even more compelling. The existing Articles provide for a twelve (12) member Board of Trustees. As you know, the three (3) persons named as Trustees in the Articles cannot constitute a quorum under the Articles or Florida law, so that a president and secretary of the Corporation cannot be duly elected. The corporation, therefore, cannot duly file an amendment under Section 617.018(1). Consequently, the

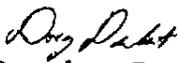
Ms. Nettie Sims
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incorporator would have to have the authority to file an amendment in this case if the Corporation is to ever function. We believe that this "Catch-22" type of problem is the reason that the procedure set forth in Section 607.018(2) was created in the first place.

In addition to the change required in Section VII, there is also a need to amend a portion of Article III and change one of the names set forth in Section VII. For simplicity, we have formulated these changes in the form of Amended and Restated Articles of Incorporation, attached hereto, rather than as Amendments to the Articles of Incorporation so that there will be only one current document reflecting the entire Articles of Incorporation of the Corporation. We have attached our check in the amount of Twenty Dollars (\$20.00) to cover the appropriate filing fee and the cost of a certified copy of the Articles.

As always, we greatly appreciate your help and ask that if you have any questions to please contact either myself or Edna Lopez of our office.

Sincerely yours,


Douglas F. Darbut
For the Firm

DFD/bac
Enclosures

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

HANLEY - HAZELDEN CENTER AT ST. MARY'S, INC.
Filed on August 20, 1984.

FILED
1984 SEP 13 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby files these Amended and Restated Articles of Incorporation of Hanley - Hazelden Center at St. Mary's, Inc., and certifies that these amendments have been made prior to the selection of officers, the formal organization of the corporation and the taking of any corporate action.

ARTICLE I.

NAME

The name of this 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 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 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 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, 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, 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 original subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 12th day of September, 1984.


Barry G. Craig

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Barry G. Craig, to me well known and well 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 12th day of September, 1984.

Judy C. Lawson
Notary Public,
State of Florida at Large

(Seal)

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR 26, 1988
BONDED THRU GENERAL INS. UND.