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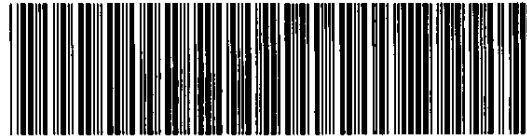
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Amend

FILED
11 JUN -1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



VIA EMAIL FEDERAL EXPRESS

May 27, 2011

Florida of the Secretary of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

RE: WestCare Florida, Inc. Articles of Incorporation (6757-744-2)

To Whom It May Concern:

Please find enclosed Articles of Amendment to the Articles of Incorporation for WestCare Florida, Inc. and a filing fee of \$43.75.

Please feel free to contact me with any questions or concerns at (702) 385-2090 ext. 302 or via email at Jim.Hanna@westcare.com.

Regards,

Jim Hanna
Senior Vice President and
General Counsel

jk/enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WestCare Florida, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jim Hanna, General Counsel

(Name of Contact Person)

WestCare Foundation, Inc.

(Firm/ Company)

900 Grier Drive

(Address)

Las Vegas, Nevada 89119

(City/ State and Zip Code)

jim.hanna@westcare.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jim Hanna

(Name of Contact Person)

at (702) 385-2090 ext. 302

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

WestCare Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N10000001561

(Document Number of Corporation (if known))

FILED
11 JUN -1 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____ (Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached Amendment to the Articles of Incorporation for WestCare Florida, Inc.

[illegible]

The date of each amendment(s) adoption: May 18, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 18, 2011

Signature Richard E. Steinberg
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Richard E. Steinberg
(Typed or printed name of person signing)

President
(Title of person signing)

**AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
WESTCARE FLORIDA, INC.**

Section E Amendment to the Articles of Incorporation

The following Articles are added to the Articles of Incorporation for ***WestCare Florida, Inc.*** as follows:

Article 3 of the Articles of Incorporation is deleted in its entirety and replaced with the following:

**ARTICLE III
PURPOSES**

The specific purposes for which said Corporation is formed are a combination of general charitable and educational purposes including, but not limited to, the following:

- (a) To provide treatment, support and counseling for individuals in need within the community who voluntarily seek help.

The aim is to offer the encouragement and the resources of the community and the supervision and programming necessary to support those in need in their effort to live in a reality-bound and responsibility-oriented society.
- (b) To provide the services to individuals who are currently dependent on drugs, alcohol or other deleterious substances as well as to those with post-dependency histories who are returning to the community from treatment centers, correctional institutions or other institutions and are working towards reentering the communities served by the

Corporation.

- (c) To stabilize such individuals and, through programming, services and support, to help those in need develop realistic living plans and aid their re-entry into the community.
- (d) To advance these corporate purposes without restriction as to race, orientation, creed, age, sex, color or national origin.
- (e) The Corporation may do all and everything necessary, suitable and proper for the accomplishment of any of the purposes listed herein, including the exercise of all powers enumerated under The Florida Not For Profit Corporation Act (Title 36, Chapter 617 of the Florida Statutes).

The following *Article 9* is added in its entirety to the Articles of Incorporation of WestCare Florida, Inc.:

ARTICLE IX ORGANIZATION

This Corporation is organized as a nonprofit, non-stock corporation exclusively for public, charitable and educational purposes and is not organized for the private gain of any person.

Despite any other provision in these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States Internal Revenue law.

No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its trustees, officers, members, if any, employees or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation to officers and employees for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

The following **Article 10** is added in its entirety to the Articles of Incorporation of WestCare Florida, Inc.:

**ARTICLE X
PROHIBITED ACTIVITIES, IRREVOCABLE
DEDICATION OF ASSETS AND DISSOLUTION**

- (a) No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or, otherwise attempting to influence legislation, or participation in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- (b) The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986, or any individual.
- (c) No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.
- (d) The property of the Corporation is irrevocably dedicated to charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and no part of the net income or assets shall inure to the benefit of any director, officer, or to the benefit of any private person.

- (e) Upon dissolution or final liquidation of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to its Member, if then existing, or, if not then existing, to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Code Section 501(c)(3).

The following **Article 11** is added in its entirety to the Articles of Incorporation of WestCare Florida, Inc.:

ARTICLE XI TERM

The Corporation shall have a perpetual term.

The following **Article 12** is added in its entirety to the Articles of Incorporation of WestCare Florida, Inc.:

ARTICLE XII MEMBERSHIP

The corporation shall have one member. The member shall be **WestCare Foundation, Inc.**, a Nevada non-for-profit corporation ("Member"). The Member shall have those rights and obligations specifically set forth in the bylaws of the Corporation.

The following **Article 13** is added in its entirety to the Articles of Incorporation of WestCare Florida, Inc.:

**ARTICLE XIII
BOARD OF DIRECTORS**

The Corporation shall be governed by a board of directors (the "Board"). The Board shall consist of not less than three (3) and not more than fifteen (15) directors. The number of directors may at any time be increased or decreased as provided in the bylaws of the Corporation. The term of each director shall not be less than two (2) years, except as provided in the bylaws of the Corporation.

The following **Article 14** is added in its entirety to the Articles of Incorporation of WestCare Florida, Inc.:

**ARTICLE XIV
AMENDMENTS**

These Articles of Incorporation may be altered, amended, added to, or repealed by majority vote of the entire Board subject to approval by the Member, as is necessary or appropriate to carry out the purposes of the Corporation to the fullest extent permitted by law. No such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Corporation as stated in its Article III of these Articles of Incorporation or otherwise cause the Corporation to lose its qualifications as an organization described in Code Section 501(c)(3).

The following *Article 15* is added in its entirety to the Articles of Incorporation of WestCare Florida, Inc.:

ARTICLE XV INDEMNIFICATION

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of that fact that he, or a person of whom he is the legal representative, is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another Corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible against all expenses, liability and loss (including attorney fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person.

Without limiting the application of the foregoing, the Directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as

trustee, director, officer, employee or agent of another Corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any ability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.


The indemnification provided in this Article shall continue as to a person who has ceased to be a trustee, director, officer, employee or agent, and shall inure to the benefits of the heirs, executors and administrators of such person.

{REMAINDER OF PAGE INTENTIONALLY BLANK}

The undersigned further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 18, 2011


Richard E. Steinberg, President WestCare Florida, Inc.

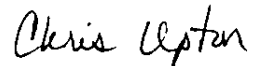

Peter Ventrella, Secretary WestCare Florida, Inc.

NOTARY PUBLIC ACKNOWLEDGEMENT

State of Nevada)
)ss
County of Clark)

On this 27 day of May, 2011, before me, a Notary Public in and for the State of Nevada, personally appeared both Richard E. Steinberg and Peter Ventrella, both known to me to be the persons whose names are subscribed to the within instrument, and they acknowledge to me that they executed the same.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.



NOTARY PUBLIC
State of Nevada
My commission expires: 9/22/14

