

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 25, 1997

SUNCOAST CENTER PROPERTIES, INC.
4024 CENTRAL AVENUE
ST. PETERSBURG, FL 33711

SUBJECT: SUNCOAST CENTER PROPERTIES, INC.
Ref. Number: N96000002392

We have received your document for SUNCOAST CENTER PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00033612

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUNCOAST CENTER PROPERTIES, INC.

We, David R. Punzak and Arlene Berdick, the President and Secretary/Treasurer, of SUNCOAST CENTER PROPERTIES, INC., a non-profit corporation organized under the laws of the State of Florida, hereby certify that on May 15, 1997, at a regular meeting of the Board of Directors duly called, pursuant to Article IX of the Articles of Incorporation, the Board of Directors, a quorum of the members thereof being present, unanimously adopted the following resolution:

"BE IT RESOLVED, that the Articles of Incorporation of Suncoast Center Properties, Inc. be amended as follows, and that the following Amendments to the Articles of Incorporation encompass the original charter and amendments approved by the Board of Directors on May 15, 1997. There are no members entitled to vote on the Amendment to the Articles of Incorporation."

The undersigned Incorporators to these Articles of Incorporation, natural persons competent to contract, hereby adopt the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNCOAST CENTER PROPERTIES, INC.

The principal place of business of this corporation shall be 4024 Central Avenue, St. Petersburg, FL 33711.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

58 JUN 25 PM 3:29

APPROVED
AND
FILED

ARTICLE II. PURPOSE

This corporation not for profit is organized for the following purposes:

1. To own title to real property in furtherance of the objectives of Suncoast Center for Community Mental Health, Inc., a 501(c)(3) exempt organization.
2. To collect income from real property, and
3. To turn such income over to Suncoast Center for Community Mental Health, Inc., a 501(c)(3) exempt organization.
4. To provide a venue for mental health services in Pinellas County and do such other things and carry out such other programs so as to further the exempt purposes of the program.

ARTICLE III. DURATION

This corporation is to begin immediately and exist perpetually commencing at the time of the acceptance of the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV. MEMBERS

1. The members of the corporation are listed under Article V - Directors. Thereafter, qualifications for members and the manner of their admission are as regulated by the Bylaws of the corporation.

2. No part of the earnings the Corporation shall inure to the benefit of, or be distributed as dividends 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 by members, directors or officers and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda and the Corporation shall not participate in, or intervene in (including the publishing or distribution of any statement) any political campaign on behalf of any candidate for public office.

ARTICLE V. DIRECTORS

This corporation shall have (3) three directors. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the members, but there shall never be less than two (2) directors.

The names and street addresses of the Board of Directors are:

David R. Punzak, Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A.,
1 Progress Plaza, St. Petersburg, FL 33701

Arlene Berdick, Wittner Companies, 5999 Central Avenue, Suite 400, St.
Petersburg, FL 33710

Robert M. Melby, Melby & Guarino, 424 Central Avenue, Suite 1000, St.
Petersburg, FL 33701

Suncoast Center for Community Mental Health, Inc. as the distributee organization, shall have the power to nominate members of the Board of Directors.

ARTICLE VI. PAYMENT OF INCOME

All income derived from property held by Suncoast Center Properties, Inc., less expenses, shall be paid to Suncoast Center for Community Mental Health, Inc., a 501(c)(3), exempt organization.

ARTICLE VII.

The address of the registered agent of this corporation is 4024 Central Avenue, St. Petersburg FL 33711, and the name of the registered agent of this corporation at that address is T. Sloan Young.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX.

AMENDMENT TO ARTICLES OF INCORPORATION

1. By Directors. The Board of Directors may propose amendments to the Articles of the corporation by affirmative vote of a majority of the Board

provided, however, that the action is approved at a regular or special meeting of the Board, and provided further that the Board of Directors shall adopt a resolution setting forth the proposed amendment and hand deliver or mail a copy of such resolution to each member. Unless a majority of the members, at a general or special meeting, ratify the proposed amendment within thirty days after delivery of the proposed resolution setting forth the amendment(s), the proposed amendment(s) shall fail. All proposed Articles made by the Board of Directors may be altered or amended by the members.

2. By Members. The Articles may be altered, amended, or repealed at any special meeting of the members of the Corporation by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action and proposed amendment is inserted in the notice of such special meeting where there is more than one member.

ARTICLE X. DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution and payment of any contractual obligations shall be distributed to Suncoast Center for Community Mental Health, Inc.; or, if Suncoast Center for Community Mental Health, Inc. is not in business at the time of the dissolution of this Corporation, to an organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or trustee of this Corporation.

IN WITNESS WHEREOF, the undersigned as President and Secretary of Suncoast Center Properties, Inc., have executed these Articles of Amendment this 11th day of June 1997.

Attest:

SUNCOAST CENTER FOR COMMUNITY
MENTAL HEALTH, INC.

Secretary

Arlene L. Berdick

President

David R. Ponzak

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of June, 1997, by DAVID R. PUNZAK, president of SUNCOAST CENTER PROPERTIES, INC., a Florida not-for-profit corporation, on behalf of the Corporation.



JULIA E. SHEARER
MY COMMISSION # CC409149 EXPIRES
October 22, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Julia E. Shearer

Julia E. Shearer
Notary Public, State of Florida
My commission expires: 10/22/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 25 PM 2:29

APPROVED
AND
FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SUNCOAST CENTER PROPERTIES, INC., a Florida corporation with its principal office, as indicated in the Articles of Incorporation, at 4024 Central Avenue, St. Petersburg, FL 33711, has named T. Sloan Young, Ph.D. at 4024 Central Avenue, St. Petersburg FL 33711, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

I am familiar with and accept the duties and responsibilities as registered agent for the above-named corporation.

DATED this 18th day of July, 1997.

T. Sloan Young, Ph.D.
T. Sloan Young, Ph.D.