

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

N9800000000091

*Suncoast Mental Health
Foundation Inc.*

File Second

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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98 JAN -8 AM 10:07
DIVISION OF CORPORATIONS

Signature _____

Requested by: *Cher*

Name _____	Date _____	Time _____
Walk-In _____	Will Pick Up _____	

RP
1-8-98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Suncoast Mental Health Foundation, Incorporated.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Regency Square Executive Suites
2440 S. Federal Highway, STE Q
Stuart, FL 34994

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

See Attached

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

See Attached

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS


The name and Florida street address of the initial registered agent are:

Steven Edney, Psy D
6620 SW Gaines Ave.
Stuart, FL 34997

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Steven Edney, Psy D
6620 SW Gaines Ave
Stuart, FL 34997



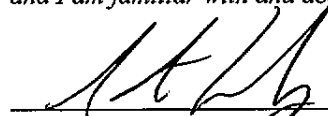
Signature/Incorporator

Jan 6, 1998

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

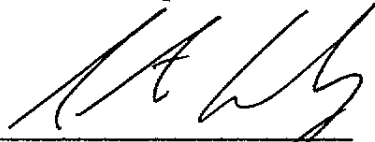
Jan 6, 1998

Date

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AFFADAVIT

I, Steven Edney, President of Suncoast Mental Health Foundation, Inc. certify that the dissolution of Suncoast Mental Health Foundation, Inc. incorporated under the Florida Business Corporation Act as a for-profit corporation will not be revoked.

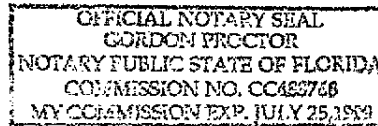


Steven Edney, President

State of Florida
County of Martin

The foregoing instrument was acknowledged before me this 5th day of January 1998 by Steven Edney personally known to me.

Gordon Proctor
1-5-98



ATTACHMENT

Suncoast Mental Health Foundation, Inc.

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

Suncosat Mental Health Foundation, Inc. is dedicated to providing comprehensive mental health services to children, adolescents, and families who are financially underprivileged and who could not otherwise receive quality mental health care.

The purposes for which the organization is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The President of the Board of Directors appointed the original directors. These consisted of the Vice-President, Treasurer, and Secretary. The President shall hold office for a term of one (1) year. During this one year term, a nominating committee will be formed comprised of no less than two (2) members of the Board of Directors. The nominating committee will annually determine the slate of officers and directors and present the slate to the entire Board of Directors for approval. Those officers and directors approved by the Board of Directors will serve a term of not less than one (1) year.