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GIBBS & ASSOCIATES, P.A.

Attorneys At Law

100 Second Avenue South, Suite 704-S
St. Petersburg, Florida 33701

Telephone (727) 892-6001
Facsimile (727) 892-6002

December 4, 2000

FILED
01 FEB 21 PM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32301

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*****70.00 *****70.00

ATTN: Mrs. Jo Mynard, Supervisor
Charter Section

RE: Westcare Florida, Inc.

Dear Mrs. Mynard:

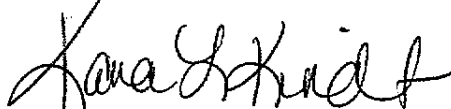
Enclosed are two original copies of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate original copy provided and return same.

A check in the amount of \$70.00 is enclosed to cover the Registered Agent fee and the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

GIBBS & ASSOCIATES, P.A.



Kara L. Kindt
Legal Assistant

/klk
Enclosures

2-21-01
~~*2-21-01*~~
we



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2000

GIBBS & ASSOCIATES, P.A.
100 2ND AVE. SOUTH, SUITE 704-S
ST. PETERSBURG, FL 33701

2/19

SUBJECT: WESTCARE FLORIDA, INC.
Ref. Number: W00000029300

We have received your document for WESTCARE FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 300A00062955

**ARTICLES OF INCORPORATION
OF
WestCare GulfCoast - Florida, Inc.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be WestCare GulfCoast - Florida, Inc.
(hereinafter referred to as the "Corporation").

ARTICLE II

The principal office of said corporation is 341 3rd Street South in the City of St. Petersburg, Pinellas County, Florida. The mailing address of said corporation is 341 3rd Street South in the City of St. Petersburg, Pinellas County, Florida.

ARTICLE III

The Corporation is a nonprofit corporation, as defined in F.S. 617 and is solely organized for the public benefit. The primary 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 and/or counseling for substance dependent persons, male and female, who voluntarily seek help. The aim is to offer the encouragement and resources of the community and the creative supervision necessary to support substance abusing persons in their effort to live in a reality bound and responsibility-oriented society.
- b. To provide the services of WestCare GulfCoast - Florida, Inc. to individuals who are currently dependent on drugs, alcohol or other deleterious substances as well as those with post dependency histories or

mental health issues who are returning to the community from treatment centers or correctional institutions.

- c. To stabilize such individuals, to help them develop realistic living plans, and to aid their re-entry into the community.
- d. To advance the corporate purposes without restriction as to race, creed, age, sex, color or national origin.
- e. To engage in any other lawful pursuit permitted under law for organizations, which are exempt from federal income taxation within the contemplation of Section 501(c)(3) of the Code.

Notwithstanding the statement of purposes or powers aforesaid, the Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not permitted to be carried on:

- a. By a Corporation exempt from federal income tax under section 501(c)(3) of the Code; or
- b. By a Corporation, contributions to which are deductible under Section 170(C)(2) of the Code.

No part of the net 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 payment and distributions in furtherance of the purposes of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participation,

intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV

The Corporation is governed by the Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) Directors. Provided that the Corporation has at least three Directors, the number of Directors may at any time or times be increased or decreased as provided in the Bylaws. The term of each Director shall be not less than three years, except as provided in the Bylaws.

ARTICLE V

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. This corporation shall at all times operate as a non-profit making enterprise and no member shall derive any personal monetary gain from its activities or from its properties, funds or assets.

ARTICLE VI

This Corporation shall not issue capital stock but rather certificates of membership may be issued to each member upon such terms and qualifications as may be prescribed by the Bylaws and by the laws of the State of Florida.

ARTICLE VII

The Corporation shall have a perpetual term.

ARTICLE VIII

A Director or Officer of the Corporation shall not be personally liable to this Corporation for damages for breach of fiduciary duty as a Director or Officer, but this Article shall not eliminate or limit the liability of a Director or Officer for acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law, or the payment of distributions in violation of Florida Law. Any repeal or modification of this article by the Directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE IX

This property of this Corporation is hereby forever and irrevocably dedicated to charitable and educational purposes stated in Article III hereof, and no part of the net earning or assets of or to the benefit of any other private persons. Upon the dissolution or winding up of the Corporation, any such assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation, shall be distributed to WESTCARE FOUNDATION, INC., if then existing or if not then existing, to a nonprofit fund, foundation, or corporation, which is organized and operated for scientific, charitable, or educational purposes and which has, by reason of its scientific, charitable, or educational purposes, been granted tax-exempt status under Section 501(c)(3) of the Code, with the intention that such fund, foundation, or corporation shall have been established for the same or similar humanitarian objects or purposes for which this Corporation is established and that such humanitarian object and purposes be

furthered and perpetuated. This Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE X

The Corporation's resident agent shall be Janette M. McCurley, Esquire who maintains a law office at 100 Second Avenue South, Suite 704, St. Petersburg, FL 33701.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a vote of at least a majority of the voting power of the Board of Directors at a meeting called for that purpose.

ARTICLE XII

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 proceeding, whether civil, criminal, administrative or investigative, by reason of the 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 partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Florida from time to time, against all expenses, liability and loss (including attorney fees, judgments, fines and amounts paid or 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. Such right of indemnification shall

not be exclusive of any other right which such trustees, officers or representative may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of members, provision of law, or otherwise, as well as their rights under this ARTICLE XII.

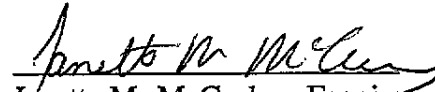
Without limiting the application of the foregoing, the Directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the Laws of State Florida, and may cause the Corporation to purchase and maintain insurance on behalf of 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 its representative in partnership, joint venture, trust or other enterprises against any liability 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 XII 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 a person.

ARTICLE XIII

The name and street address of the incorporator for these Articles of Incorporation is Janette M. McCurley, Esquire, 100 Second Avenue South, Suite 704, St. Petersburg, FL 33701.

The undersigned incorporator has executed these Article of Incorporation this 15
day of February, 2001.


Janette M. McCurley, Esquire

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JANETTE M. MCCURLEY who produced _____ as identification/is known to me personally, and he/she acknowledged executing the foregoing instrument, freely and voluntarily.

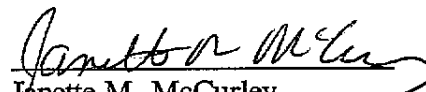
WITNESS my hand and official seal in the County and State last aforesaid this 15th day of February, 2001.




NOTARY PUBLIC

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.


Janette M. McCurley