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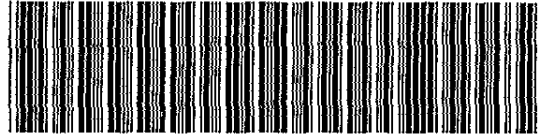
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2006 MAR 20 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & MC

G. Coullotte MAR 28 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE MENTAL HEALTH CARE CENTER OF THE LOWER KEYS, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

MATTHEW GISSEN
(Name of Contact Person)

WESTCARE FOUNDATION, INC.
(Firm/ Company)

3180 BISCAYNE BOULEVARD
(Address)

MIAMI, FLORIDA 33137
(City/ State and Zip Code)

For further information concerning this matter, please call:

MATTHEW GISSEN at (305) 571-2628
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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

THE MENTAL HEALTH CARE CENTER OF THE LOWER KEYS, INC.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 MAR 20 AM 8:37

FILED

(Document number of corporation (if known))

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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE I	-	AMENDED
ARTICLE II	-	AMENDED
ARTICLE V	-	AMENDED
ARTICLE VI	-	AMENDED
ARTICLE VII	-	AMENDED
ARTICLE VIII	-	AMENDED
ARTICLE XII	-	AMENDED
ARTICLE XIII	-	ADDED
ARTICLE XIV	-	ADDED

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: MAY 10, 2005

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 was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

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)

FILING FEE: \$35

AMENDED ARTICLES OF INCORPORATION
OF
THE MENTAL HEALTH CARE CENTER
OF THE LOWER KEYS, INC.

CHANGING THE CORPORATE NAME AND OTHERWISE AMENDING THE
1983 ARTICLES OF INCORPORATION

In compliance with the requirements of Chapter 617 of the Florida Statutes, 2004, the undersigned, all of whom are residents of Monroe County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of amending the original Articles of Incorporation of this not for profit corporation and do hereby certify:

ARTICLE I

The name of this corporation is THE CARE CENTER FOR MENTAL HEALTH, INC. The principal office of the corporation is located at 1205 Fourth Street, Key West, FL, 33040, or any other address as the Board from time to time may designate.

ARTICLE II

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the general nature of the corporation's objectives is to employ trained personnel; provide suitable offices and programs for Behavioral Healthcare of individuals and families in Monroe County, Florida, as a charitable and non-profit undertaking. These objectives shall be attained through therapeutic and preventive services.

ARTICLE V

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of nine (9) persons. At any given time four (4) members of the Board of Directors must constitute persons who reside in Monroe County on a permanent basis and who make their home located in Monroe County, Florida their primary residence. At any given time five (5) members of the Board of Directors must constitute persons nominated by WestCare Foundation. Such members of the Board of Directors shall hereinafter be referred to as "WestCare Board Members".

ARTICLE VI

The officers of the Corporation shall be a Chair and a Vice-Chair, who shall at all times be members of the Board of Directors; a Secretary; a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers and duties thereof shall take place in accordance with the By-laws.

ARTICLE VII

The By-Laws of the Corporation may be made, altered or rescinded at any annual meeting of the Board of Directors of the corporation, or at any special meeting duly called for such purpose, on the affirmative vote of a majority vote of the Board of Directors.

ARTICLE VIII

Membership in this corporation shall consist of adults who are interested in accomplishing the objectives as set forth in Article II, infra.

The membership as hereinabove set forth shall consist solely of the Board of Directors, which shall number nine (9), who shall be elected for a term of three years, said terms being staggered so that each year, three directors are elected to office.

At any given time four (4) members of the Board of Directors must constitute persons who reside in Monroe County on a permanent basis and who make their home located in Monroe County, Florida their primary residence. Such members of the Board of Directors shall hereinafter be referred to as "Local Board Members". Local Board Members shall be elected by a majority vote of the members of the Board of Directors who are Local Board Members.

At any given time five (5) members of the Board of Directors must constitute persons nominated by WestCare Foundation. Such members of the Board of Directors shall hereinafter be referred to as "WestCare Board Members". WestCare Board Members shall be elected by a majority vote of the members of the Board of Directors who are WestCare Board Members.

The term of office for Board Members shall expire every three years with three (3) Board Members' term expiring one (1) year from the date of their initial election to the Board of Directors, three (3) Board Members' term expiring two (2) years from the date of their initial election to the Board of Directors and the remaining three (3) Board Members' terms expiring three (3) years from the date of their initial election to the Board of Directors.

ARTICLE XII

Articles I, III, IV, VI, VII, IX, X, and XI may be amended by a majority vote of the Board of Directors at the time such amendment is proposed.

Articles II, V, VIII, XII, XIII, and XIV may only be amended by a super majority vote of the Board of Directors equal to one less than the total number of all of the members of the Board of Directors at the time such amendment is proposed.

Article XIII

Except as otherwise expressly provided herein, any disposition of currently owned corporate real estate shall require a super majority vote of the Board of Directors equal to one less than the total number of all the members of the Board of Directors.

Article XIV

Except as otherwise expressly provided herein, any bequests or private gifts to the Corporation which exceed \$1,000.00 that have been given for the purpose to fund programs by the Corporation within the local community of which the Corporation is a part may only be allocated to fund programs outside of the local community upon the super majority vote of the Board of Directors equal to one less than the total number of all of the members of the Board of Directors.