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CARLTON FIELD
ATTORNEYS AT LAW

FILED
Nov 18 1997 12:00 am
Secretary of State

HARBOURVIEW BUILDING
25 WEST CEDAR STREET, 4TH FLOOR
PENSACOLA, FLORIDA 32501-3974

TEL (904) 434-0142 FAX (904) 434-5366

November 13, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****175.00 ****
87.50

Re: Lakeview Center, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are the following:

- a. Original and one copy of Articles of Amendment to the Articles of Incorporation of Lakeview Center, Inc.;
- b. Original and one copy of Restated Articles of Incorporation of Lakeview Center, Inc.; and
- c. Our check in the amount of \$175.00, to cover the cost of filing the Articles of Amendment (\$35.00) and filing the Restated Articles (\$35.00) and one certified copy of each of the Articles of Amendment and Restated Articles (\$105.00).

Please return the certified copies to me in the enclosed stamped, self-addressed envelope.

Please call me if you have any questions.

Very truly yours,

Debra H. Sincere

Debra H. Sincere
Legal Assistant
to Wright Moulton

Enclosures

cc: Melba K. Powell
Wright Moulton, Attorney
Bill B. McEachern, Attorney

VS NOV 25 1997

Amend

P#79543.1

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LAKEVIEW CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Lakeview Center, Inc., a Florida corporation not for profit (the "Corporation"), adopts the following Articles of Amendments to its Articles of Incorporation:

ARTICLE II - OBJECT AND PURPOSES

The purpose for which the corporation is organized is to provide comprehensive behavioral health care and vocational services and other related lawful purposes; to accept and use gifts, bequests, and endowments for the furtherance of its work; to promote all the functions of a charitable association and charitable corporation not-for-profit in regard to said work; to carry on any and all activities necessary to carry out the purposes herein set forth; and otherwise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding section of any future federal tax code, in the course of which operation:

- (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other

persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

- (ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, or corresponding section of any future federal tax code.
- (iii) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

ARTICLE III - MEMBERSHIP

The sole member of the corporation shall be Baptist Health Care Corporation.

ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of this corporation are to be managed by a Board of Directors and such other corporate officers as provided for in the Bylaws of this corporation.

ARTICLE VII - AMENDMENT TO BYLAWS

AND ARTICLES OF INCORPORATION

The ByLaws may be made, altered, or rescinded and the Articles of Incorporation may be amended as set forth in the Bylaws of Lakeview Center, Inc.

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 of the county in

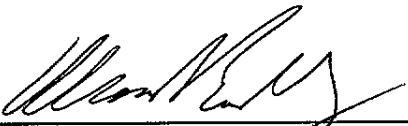
which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These amendments were duly adopted by the Board of Directors of Lakeview Center, Inc., on October 28, 1997, and the number of votes cast for the amendment was sufficient for approval; and were duly adopted by Baptist Health Care, the sole member of the corporation on November 3, 1997, and the number of votes cast for the amendment was sufficient for approval, pursuant to Florida Statutes §617.1002.

IN WITNESS WHEREOF the undersigned President of Lakeview Center, Inc., has executed these Articles of Amendment to the Articles of Incorporation of Lakeview Center, Inc., this 10th

day of November, 1997.

LAKEVIEW CENTER, INC.

By 
Morris L. Eaddy, Ph.D.
Its President

ATTEST:


Its Secretary

