

706174

OFFICE USE ONLY (Document #)

ANN HILL/SMITH & THOMPSON, P.A.

(Requestor's Name)

3520 Thomasville Road, 4th Floor

(Address)

Tallahassee, Florida 32308 893-4105

(City, State, Zip) (Phone #)

EFFECTIVE DATE

3-1-97

97 FEB 23 PM 5 35

FILED

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Renaissance Behavioral Health Systems, Inc.  
(Corporation Name) (Document #)
- 2. Mental Health Resource Center, Inc.  
(Corporation Name) (Document #)
- 3. Renaissance Center, Inc.  
(Corporation Name) (Document #)
- 4. Center for Corporate and Family Health Inc.  
(Corporation Name) (Document #)

- Walk in  Pick up time \_\_\_\_\_  Certified Copy
- Mail out  Will wait  Photocopy  Certificate of Status

300002109793--3

-03/11/97--01031--024

\*\*\*\*437.50 \*\*\*\*\*87.50

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment / Restated
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 FEB 23 PM 12 12

RECEIVED

M HENDRICKS MAR - 3 1997

Examiner's Initials

EFFECTIVE DATE  
3-1-97

FILED  
97 FEB 22  
RECORDED

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
RENAISSANCE CENTER, INC.  
(Effective March 1, 1997)

These Amended and Restated Articles of Incorporation of RENAISSANCE CENTER, INC., a corporation not for profit under the laws of the State of Florida, are adopted and filed pursuant to the provisions of Section 617.1001, Florida Statutes, as amended, the corporation's Articles of Incorporation, as amended, and have been duly authorized, approved and adopted by the Board of Directors of its sole member at a meeting thereof specifically noticed and held on February 10, 1997, and shall be effective upon March 1, 1997.

All amendments included in these amended and restated Articles of Incorporation have been adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes, and there is no discrepancy between the Articles of Incorporation of RENAISSANCE CENTER, INC., as heretofore amended and the provisions of these amended and restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes, as amended.

ARTICLE 1  
NAME

The name of the corporation is RENAISSANCE CENTER, INC.

ARTICLE 2  
DURATION

The term of duration of the corporation shall be perpetual.

ARTICLE 3  
PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes, to own, lease, conduct, operate or manage a comprehensive network of vocational rehabilitation and employment services, residential treatment, case management and rehabilitation counseling, and adult day treatment, and to conduct educational and training programs for physicians, nurses, other mental health care professionals and the general public; to conduct other activities related to the operation of such programs, to cooperate with other charitable organizations and institutions interested in the areas of human development, mental health, alcoholism and substance abuse treatment and prevention programs to the end that the work, scope and purpose and coordination of such organizations and institutions shall be enlarged and improved; and to make contributions and confer benefits in furtherance of its purposes to Renaissance Behavioral

Health Systems, Inc., Mental Health Resource Center, Inc., Center for Corporate and Family Health, Inc., Mental Health Center of Jacksonville, Inc., or to such other organization or organizations that qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue law (the "Code").

Section 3.2 Limitations. No part of the net earnings of the corporation shall inure to the benefit of or be distributable 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 and to make payments and distributions in furtherance of the purposes set forth in Section 3.1. of this Article. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 Dissolution. Upon the dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the corporation, to Renaissance Behavioral Health Systems, Inc., Mental Health Resource Center, Inc., Center for Corporate and Family Health, Inc., Mental Health Center of Jacksonville, Inc., or to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida, as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 4  
POWERS

Subject to the restrictions and limitations set forth in Article 3 and the bylaws, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities; to borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, including the power to make guaranties when deemed by the Board of Directors to be in furtherance of such purpose or purposes.

ARTICLE 5  
MEMBERSHIP

Section 5.1 Nonstock Basis. The corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of Membership.

Section 5.2 Member. The corporation shall have one Member, which shall be Renaissance Behavioral Health Systems, Inc.

ARTICLE 6  
BOARD OF DIRECTORS

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the bylaws of corporation.

Section 6.2 Number and Election. The Board of Directors shall consist of between nine (9) and fifteen (15) members, fourteen (14) of whom shall be elected and one (1) of whom, the President of the Member, shall serve ex officio, with vote. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3). The directors, including any ex officio directors who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

Section 6.3 Directors. The name and address of each person who is to serve as director from the effective date of these Amended and Restated Articles of Incorporation and until his or her death, resignation or removal, or the election or appointment and qualification of his or her successor are as follows:

Name	Address
1. Kenton Loar, M.B.A.	IBM Corporation 10407 Centurion Parkway N. Jacksonville, FL 32256
2. Olin B. Mauldin, Jr., M.D.	University Medical Center 653-1 West 8th Street Jacksonville, FL 32209
3. Richard A. Brew, CPCU, AAI	Greene-Hazel & Associates, Inc. 1301 Riverplace Blvd., #2300 Jacksonville, FL 32207
4. Barbara Darby, RN, M.Ed., MSN	FCCJ, North Campus 4501 Capper Road Jacksonville, FL 32218-4499
5. Alfred Duncan, Jr.	Former Partner KPMG Peat Marwick (retired) 10083 Lake Lamar Court Jacksonville, FL 32256

6. Robert C. Harrison, CHE                      Robert Harrison & Associates  
4238 La Losa Drive  
Jacksonville, FL 32207
7. Francis P. Koster, Ed.D.                      The Nemours Foundation  
PO Box 1380  
Jacksonville, FL 32201
8. Dorothy Pate                                      318 Glynlea Road  
Jacksonville, FL 32216
9. Thomas A. Ranney                                IBM Corporation  
10407 Centurion Parkway N.  
Jacksonville, FL 32256
10. Judith A. M. Smith                              Volunteer Jacksonville  
4049 Woodcock Drive, Suite 100  
Jacksonville, FL 32207
11. Robert A. Sommers, Ph.D.,                    President/CEO, MHRC and RCI  
M.B.A. (ex-officio)                                11820 Beach Boulevard  
Jacksonville, FL 32246

ARTICLE 7  
INDEMNIFICATION

Subject to the bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 8  
BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended or repealed only by the sole Member of the corporation.

ARTICLE 9  
AMENDMENTS

These Amended and Restated Articles may be amended only by the sole Member of the corporation.

ARTICLE 10  
PRESENT REGISTERED OFFICE AND REGISTERED AGENT

The street address of the present registered office and principal place of business of the corporation is 11820 Beach Boulevard, Jacksonville, Florida, 32246, and the name of its registered agent at such address is Robert A. Sommers, Ph.D.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of RENAISSANCE CENTER, INC., were executed by the corporation by its President and attested by its Secretary under the corporate seal, this 27<sup>th</sup> day of February, 1997.

RENAISSANCE CENTER, INC.

By: Robert A Sommers PhD  
Robert A. Sommers, Ph.D.,  
President

Attest: Patricia Margolis  
Its: Secretary

**CERTIFICATE DESIGNATED REGISTERED OFFICE AND  
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to the provisions of Sections 48.091 and 617.0501, the Florida Statutes, as amended, the following is submitted:

RENAISSANCE CENTER, INC., with its principal place of business in the City of Jacksonville, State of Florida, hereby designated Robert A. Sommers, Ph.D., as its registered agent to accept service of process within the State of Florida and the street address of its registered office shall be 11820 Beach Boulevard, Jacksonville, Florida 32246.

RENAISSANCE CENTER, INC.

By: Robert A. Sommers PhD  
Robert A. Sommers, Ph.D.,  
Its: President

Dated: February 27, 1997

Having been named to accept service of process for RENAISSANCE CENTER, INC., at the place designated above, I hereby agree to act in such capacity, and to comply with the provisions of all statutes relative to the property and complete performance of my duties

Robert A. Sommers PhD  
Robert A. Sommers, Ph.D.

Dated: February 27, 1997