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*APR
7/25/06*

CAPITAL CONNECTION, INC.

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The Children's Psychiatric
Center Inc

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
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July 24, 2006

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32301

SUBJECT: THE CHILDREN'S PSYCHIATRIC CENTER, INC.
Ref. Number: 707228

We have received your document for THE CHILDREN'S PSYCHIATRIC CENTER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 306A00046914

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PLEASE OBTAIN THE ORIGINAL
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

RESTATED ARTICLES OF INCORPORATION

OF

THE CHILDREN'S PSYCHIATRIC CENTER, INC.

FILED
06 JUL 24 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of The Children's Psychiatric Center Inc. (the "Corporation"), for the purposes of restating its Articles of Incorporation under Chapter 617 of the Florida Statutes, hereby states as follows:

ARTICLE I
HISTORY

The Corporation's Articles of Incorporation were filed with the Florida Department of State on May 1, 1964 under Document No. 707228. Its name at the time of incorporation was Dade County Association for Child Guidance Clinics. On December 27, 1966, Articles of Amendment were filed with the Florida Department of State to change its name to The Children's Psychiatric Center, Inc.

ARTICLE II
NAME AND PRINCIPAL OFFICE

The name of the Corporation is **THE CHILDREN'S PSYCHIATRIC CENTER, INC.** (the "Corporation"). The principal office and the mailing address of the Corporation is 15490 N.W. 7th Avenue, Suite 200, Miami Florida 33169, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be determined by the Board of Directors.

ARTICLE III
EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV
PURPOSES AND POWERS

Section 1. Purposes.

The general nature of the object of the Corporation and its operation is to maintain and conduct medical and behavioral health clinics focused on children and adolescents in the State of

Florida; to provide medical and behavioral health services to children and their families who have medical and/or behavioral health issues; to provide administrative support services, including, but not limited to, third party administrator services and other managed care functions, as the Board of Directors determines are required to provide medical and behavioral health services to the community; to stimulate and encourage the training of staff and student personnel in psychology, psychiatry, social work, marriage and family therapy, and mental health counseling; to foster research in the behavioral health of children and adolescents and their families; to provide a consultation service to social agencies, physicians, clergymen, schools, the courts, public health workers, and others whose work brings them in close association with children and adolescents and their families; to participate with private and governmental agencies and organizations in community planning for behavioral or physical health education; and for the aforementioned benevolent and charitable purposes to receive, by gift, bequest or fund raising activities or otherwise, funds or other properties, and to contract for, purchase, hold, use, maintain, lease, donate, pledge, encumber, convey and otherwise dispose of, apply and disburse, its funds and other property. In addition, the Corporation may conduct such other businesses as the Board of Directors may determine, consistent with Section 2 below.

Section 2. Powers.

(a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to, at all times, qualify as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or may hereafter be amended (the "Code"). To this end, the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures; to secure the payment or performance of its obligations by pledging its assets; and to engage in fund raising activities;

(ii) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift, will or other instrument, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, other body politic or with any colony, dependency or agency of any of the foregoing; and

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated above or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or other private individual, 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 herein. No member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;

(ii) No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(iv) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Sections 170(c), 2055(a) or 2522(a) of the Code.

ARTICLE V
MEMBERS

(a) No original Member remains. Thus, the Board of Directors exercises all corporate powers.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent in the State of Florida is Terry M. Lovell, 150 West Flagler Street, Suite 2200, Miami Florida 33130.

ARTICLE VII
DIRECTORS

The affairs and property of the Corporation is managed and governed by a Board of Directors. The method of electing directors is as stated in the Corporation's Bylaws.

ARTICLE VIII
DISSOLUTION

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to such charitable (including but not limited to municipal/governmental entities for exclusively public purposes as described under Section 170(c)(1) of the Code) organizations, consistent with the Corporation's purposes as set forth herein, which then qualify under the provisions of Section 501(c)(3) of the Code (or would qualify for a deduction as a charitable contribution under Section 170(c)(1) of the Code in the case of municipal/governmental entities), as a majority of the Board of Directors shall determine.

ARTICLE IX
AMENDMENTS TO ARTICLES

These Restated Articles of Incorporation may be altered, amended or rescinded by the majority vote of all of the members of the Board of Directors at any annual, regular or special meeting.

ARTICLE X
INDEMNIFICATION

(a) Each person (including the heirs, executors administrators or estate of such person):

1. who is or was a director or officer of the Corporation,
2. who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or
3. who is or was serving at the request of the Corporation as its representative in the position of a director, officer, agent or employee of another corporation or other enterprise, and as to whom the Corporation has agreed to grant such indemnity,


shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future law against any fine, liability, cost or expense, including, without limitation, advancement of attorneys' fees and other expenses, asserted against him or her or incurred by him or her in his or her capacity as such director, officer, agent, employee or other representative.

(b) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer, agent, employee or other representative may be entitled under applicable law.

(c) The Board of Directors may, at its option, purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for any such insurance shall be paid by the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20 day of July, 2006.

THE CHILDREN'S PSYCHIATRIC CENTER, INC.

By: 
Stephen Makar
President

The date of adoption of the amendment is July 20, 2006. The number of votes cast for the amendment was sufficient for approval.
The amendment was adopted by the members.

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
THE CHILDREN'S PSYCHIATRIC CENTER, INC.**

I hereby accept the appointment as registered agent contained in the foregoing Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 617.0503 of the Florida Not For Profit Corporation Act.



Terry M. Lovell