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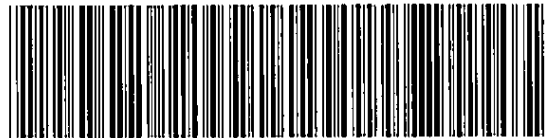
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# AUSLEY McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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October 20, 2021

Secretary of State  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**VIA HAND DELIVERY**

Re: Apalachee Center, Inc.  
Document Number 711041

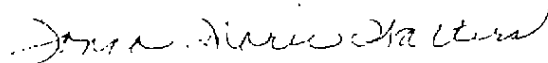
Dear Madam/Sir:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Apalachee Center, Inc., a Florida corporation. Also enclosed is this firm's check in the amount of \$43.75, comprised of a \$35.00 filing fee and an \$8.75 certified copy fee.

Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP  
Florida Registered Paralegal

/dmw

Enclosures

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
APALACHEE CENTER, INC.  
Document Number 711041**

Pursuant to the provisions of Chapter 617, Florida Statutes, the **Apalachee Center, Inc.**, a Florida not-for-profit corporation (the **Corporation**), hereby amends and restates the Corporation's Articles of Incorporation. These Articles shall be effective when they are filed with the Florida Department of State and shall supersede all previous articles of incorporation and amendments.

**Article 1.  
Name and Principal Office**

The name of this Corporation shall be **Apalachee Center, Inc.** The street address of the place of business in Florida is:

2634 Capital Circle NE  
Building J  
Tallahassee, Florida 32308

**Article 2.  
Commencement of Existence and Term**

The Corporation's existence began on June 14, 1966, when the Corporation was incorporated as The Leon County Mental Health Center, Inc. As of November 5, 2001, the name of the Corporation was amended to Apalachee Center, Inc. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**Article 3.  
Corporate Purposes**

The Corporation shall be a nonprofit organization formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). The Corporation shall be operated for the following purposes:

- A. to provide comprehensive treatment, training, education, and prevention activities in the areas of health care, including mental health, substance abuse, and medical services, in order to improve the quality of life of persons residing in Franklin, Gadsden, Jefferson, Leon, Liberty, Madison, Taylor, and Wakulla counties.;

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- B. to use its income and principal, to carry on activities or programs that support or benefit the purposes of the Corporation;
- C. to carry out such other activities as the Board of Directors determines will benefit and support the purposes of the Corporation; and
- D. to engage in, promote, conduct, and carry on any lawful acts or activities for which not-for-profit corporations may be organized under Chapter 617, Florida Statutes.

**Article 4.  
Powers and Restrictions on Activities**

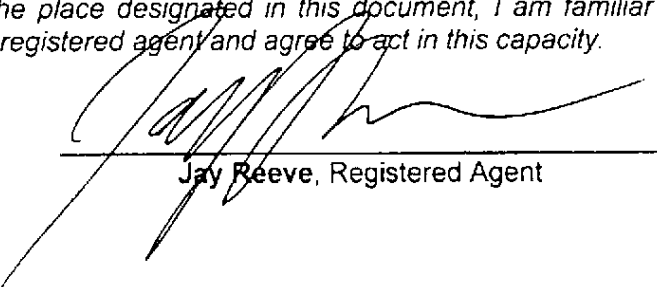
The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida that are not in conflict with the Corporation's exempt purposes as provided in Article 2 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 Article 2 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made.

**Article 5.  
Registered Agent and Registered Office**

The name and street address of the Corporation's registered agent in Florida are:

Jay Reeve  
2634 Capital Circle NE  
Building J  
Tallahassee, Florida 32308

*Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Jay Reeve, Registered Agent

**Article 6.  
Board of Directors**

The powers of the Corporation shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of a Board of Directors (the **Board** or **Board of Directors**), the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than ten (10) nor more than twenty-one (21) persons. The manner and method of election of the Board of Directors, and the terms thereof, shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

**Article 7.  
Officers**

The Officers of the Board of Directors shall be as set forth in the Bylaws.

The Officers of the Corporation shall consist of a President/C.E.O., a Vice President/Chief Operations Officer, Vice President/Chief Financial Officer, and such other officers as the President/C.E.O. may designate, all of whom shall not be directors of the Corporation.

The President/C.E.O. shall be qualified for his/her responsibilities through education and/or experience, as determined by the Board of Directors. The President/C.E.O. shall actively supervise the operations of the Corporation in accordance with the policies, rules, and regulations established by the Board pursuant to the Bylaws.

**Article 8.  
Members**

Pursuant to the provisions of Section 617.0601(1)(a), Florida Statutes, the members of the Board of Directors shall be the members of the Corporation.

**Article 9.  
Bylaws**

The Bylaws of the Corporation were initially adopted by the initial Board of Directors and amended thereafter by the Board of Directors pursuant to the Bylaws and the Articles of Incorporation. Any article or section of the Bylaws may be adopted, amended or repealed, pursuant to the terms of the Bylaws, as amended.

**Article 10.  
Amendment**

These Articles of Incorporation may be amended by the Board of Directors by a two-thirds (2/3) vote of the members of the Board present.

**Article 11.  
Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all corporate liabilities, costs, and expenses of such dissolution shall be distributed subject to the requirements of Section 617.1406, Florida Statutes, in a manner that furthers the purposes of the Corporation, including, without limitation, distribution to another nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established and maintained its tax status under Section 501(c)(3) of the Code.

**Article 12.  
Supersede**

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

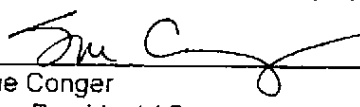
**Certification**

The foregoing Amended and Restated Articles of Incorporation reflect amendments to the Corporation's Articles of Incorporation. Pursuant to Sections 617.1001, 617.1002, 617.1006, and 617.1007, Florida Statutes, and in accordance with the Articles of Incorporation of the Corporation, the Corporation's members authorized and consented by a unanimous vote of the members of the Corporation (i.e., the current members of the Corporation's Board of Directors) present at a meeting held on October 12, 2021.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 12<sup>th</sup> day of October, 2021.

  
\_\_\_\_\_  
Stephen Langer  
Director - Chairperson

  
\_\_\_\_\_  
Jay Reeve  
President / Chief Executive Officer

  
\_\_\_\_\_  
Sue Conger  
Vice-President / Secretary