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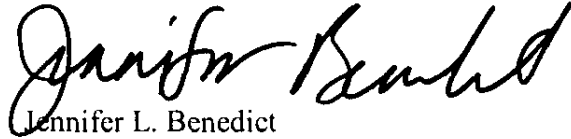
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Florida Department of State
October 7, 2008
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Please return all correspondence concerning this matter to:

Jennifer Benedict, Esq.
Honigman Miller Schwartz and Cohn LLP
660 Woodward Avenue
2290 First National Building
Detroit, MI 48226

Very truly yours,



Jennifer L. Benedict

Enc.

cc: (w/o enc.) John Sheehan
Susan Olds

DETROIT.3182018.1

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10-15-08

**2007 AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE HARBOR BEHAVIORAL HEALTH CARE INSTITUTE, INC.**

These 2007 Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act, as amended. They supersede the original Articles of Incorporation, as amended and restated, in their entirety and they shall be the Articles of Incorporation of the Corporation.

These Amended and Restated Articles of Incorporation shall be effective as of October 15, 2008.

**ARTICLE I
NAME**

The new name of this Corporation is: BayCare Behavioral Health, Inc. The Corporation was formerly known as The Harbor Behavioral Health Care Institute, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the Corporation's principal place of business is 7809 Massachusetts Avenue, New Port Richey, Florida 34653. The mailing address of the Corporation is P.O. Box 428, New Port Richey, Florida 34656-0428.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for religious, charitable, scientific or educational purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of the foregoing, the purposes for which the Corporation is organized are:

- (a) To provide behavioral health care and social services, including but not limited to diagnostic and treatment services, to individuals with emotional and substance abuse disorders in the State of Florida, and to carry on such other activities as the Corporation deems necessary in connection therewith to promote the well-being of individuals in the State of Florida;
- (b) To serve the needs of an expanding population, including culturally and economically diverse individuals, by aggressively seeking ways to expand available resources, including treatment, housing, nontraditional support services

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and related social services that result in benefits to the communities served by the Corporation;

- (c) To construct, own, acquire, rent, lease, manage, operate, provide and maintain health care facilities, clinics, and other establishments and programs providing treatment and services to individuals with emotional and substance abuse disorders;
- (d) To sponsor community development through housing or redevelopment projects for individuals with emotional and substance abuse disorders;
- (e) To solicit, receive and manage state, federal, local and private grants, gifts, donations, devises and bequests, subject to such conditions as may be attached thereto, and to perform and execute any and all such conditions;
- (f) To borrow money, to issue, sell and pledge bonds, debentures, notes and other evidence of indebtedness;
- (g) To exercise the powers permitted nonprofit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501 (c)(3) of the Internal Revenue Code;
- (h) To carry out any of the purposes or powers set forth in this Article in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent permitted by law;
- (i) To operate exclusively for religious, charitable, scientific or educational purposes pursuant to Section 501(c)(3) of the Code and in the course of such operation:
 - 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.
 - 2. 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 or in opposition to any candidate for public office.
 - 3. Notwithstanding any other provision of these Second Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by: (i) an organization exempt from federal income tax under Sections 501(c)(3) of the Code, (ii) a corporation, contributions to which are deductible under Section 170(c)(2)

of the Code, or (iii) any corporation described in Section 509(a) of the Code.

ARTICLE V OFFICERS

The officers of the Corporation shall be a Board Chair, Vice-Chair, Executive Director, Secretary and Treasurer. The Bylaws shall describe the respective duties and authority of the officers. The Board of Directors, by amendment to the Bylaws, may create such other offices as it desires.

ARTICLE VI BOARD OF DIRECTORS; QUORUM

The Board of Directors shall consist of not less than five nor more than ten members. Eligibility requirements, method of election and term of office for the Board of Directors shall be set forth in the Bylaws. A quorum of the Board of Directors shall consist of a majority of the members of the Board of Directors serving from time to time.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is 6645 Ridge Road, Port Richey, Florida 34668. The name of the registered agent at such registered office is Alfred W. Torrence, Jr.

ARTICLE VIII DISSOLUTION

Upon dissolution of the Corporation, the assets of the Corporation remaining after the payment of all debts, claims and obligations of the Corporation shall be distributed to organizations which are qualified for exemption under Section 501(c)(3) of the Code, or the federal government, or to a state or local government for a public purpose. None of the assets of the Corporation will be distributed to any member, officer or director of this Corporation.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

These Articles may be amended, rescinded or repealed as follows: (i) by affirmative vote of two-thirds of the members of the Board of Directors present at a regular meeting, subject to the approval of the Member, or (ii) by the member of the corporation alone. Amendment to the Bylaws shall be made as set forth therein.

ARTICLE X
MEMBER

The member of this corporation is BayCare Health System, Inc. a Florida nonprofit corporation. There will be no other members admitted into the membership.

These 2007 Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors at its meeting on November 14, 2007, and the number of votes cast was sufficient for approval. The members of BayCare Behavioral Health, Inc. and BayCare Health System, Inc. approved these 2007 Amended and Restated Articles through the execution of a Member Consent.

BayCare Behavioral Health, Inc.

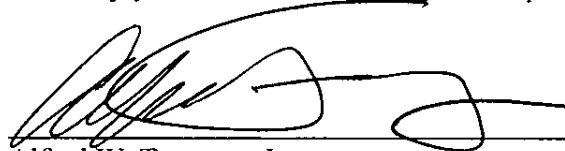
By: 

Print Name: ALFRED W TORRENCE, JR

Its: Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of BayCare Behavioral Health, Inc., the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further states that he is familiar with and accepts the obligations of his position as Registered Agent and agrees to comply with all laws relating to the proper and complete performance of his duties.



Alfred W. Torrence, Jr.

Date: 4/2/, 2008

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