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Amend

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE GUIDANCE CLINIC OF THE MIDDLE KEYS, INC.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MATTHEW GISSEN
(Name of Contact Person)

WESTCARE FOUNDATION, INC.
(Firm/ Company)

3180 BISCAYNE BOULEVARD
(Address)

MIAMI, FLORIDA 33137
(City/ State and Zip Code)

For further information concerning this matter, please call:

MATTHEW GISSEN at (305) 571-2628
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAR 20 PM 3:07

Articles of Amendment
to
Articles of Incorporation
of

THE GUIDANCE CLINIC OF THE MIDDLE KEYS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE I - CHANGED

ARTICLE II - CHANGED

ARTICLE V - CHANGED

ARTICLE XII - CHANGED

ARTICLE XIII - ADDED

(SEE ATTACHED REVISED ARTICLES OF INCORPORATION)

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: APRIL 24, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Richard E. Steinberg

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

RICHARD E. STEINBERG

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF INCORPORATION
OF
THE GUIDANCE CLINIC OF THE MIDDLE KEYS, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of forming and becoming a body corporate not for profit pursuant to Chapter 617, Florida Statutes, 1965, under and by virtue of the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be THE GUIDANCE CLINIC OF THE MIDDLE KEYS, INC. The principle offices of this corporation shall be located at 3000 41st Street, Ocean, Marathon, Florida, 33050. However, the Board of Directors may from time to time move the principle office to any other address as may be designated by said Board.

ARTICLE II

The general nature of the object of this corporation is to employ trained personnel and provide suitable offices for the treatment of mental and emotional illnesses and substance abuse of individuals and to provide other programs and services to the mentally ill and substance abusers in Monroe County, Florida, as a charitable and non-profit undertaking; by providing constructive and preventive services to individuals suffering from substance abuse, emotional, and mental illnesses and rendering a social service to the community, and thorough research, education, consultation and cooperation with other organizations of the community, to carry forward programs for mental health and substance abuse.

ARTICLE III

The corporation shall have a perpetual existence.

ARTICLE IV

The names and residences of the subscribers or this corporation are:

Marjorie Mearns	Kingsail Motel, Route 1 Marathon, FL 33050
Mrs. Harry Senning	5 th Avenue Ocean Marathon, FL 33050
Mrs. Glen Boe	Box 791 Key Colony Beach, FL
Capt. Freeman Bateman	1334 80 Street Gulf Marathon, FL 33050
Pete Lenzi, Jr.	Rd. #1, Box 418 Marathon, FL 33050
Mrs. Lloyd Johnson	Box 822 Key Colony Beach, FL
Mr. Tom Murphy	Box 883 Marathon, FL 33050
Mrs. Ruth Ivins	Rd. 1, Box 291 Marathon, FL 33050
Mr. Glen Lillibridge	100 Calis Ensenada Marathon, FL 33050

ARTICLE V

A. Membership

Membership in this corporation shall consist of adults who are interested in accomplishing the objectives as set forth in Article II, infra.

The membership as hereinabove set forth all consist solely of the Board of Directors, which Board shall number nine (9) Directors who shall be elected for a term of three (3) years, said terms being staggered so that each year, three directors (3) are elected to office.

At any given time four (4) members of the Board of Directors must constitute persons who reside in Monroe County on a permanent basis and who make their home located in Monroe County, Florida their primary residence. Such members of the Board of Directors shall hereinafter be referred to as "Local Board Members". The term of office for Local Board Members shall expire every three (3) years with one (1) Local Board Member's term expiring one (1) year from the date of his or her initial election to the Board of Directors, one (1) Local Board Member's term expiring two (2) years from the date of his or her initial election to the Board of Directors and the remaining two (2) Local Board Members' terms expiring three (3) years from the date of his or her initial election to the Board of Directors. Local Board Members shall be elected by a majority vote of the members of the Board of Directors who are Local Board Members.

At any given time five (5) members of the Board of Directors must constitute persons nominated by WestCare Foundation. Such members of the Board of Directors shall hereinafter be referred to as "WestCare Board Members". The term of office for WestCare Board Members shall expire every three (3) years with two (2) WestCare Board Members term expiring one (1) year from the date of his or her initial election to the Board of Directors, two (2) WestCare Board Member's terms expiring two (2) years from the date of his or her initial election to the Board of Directors and the remaining one (1) WestCare Board Members' term expiring three (3) years from the date of his or her initial election to the Board of Directors. WestCare Board Members shall be elected by a majority vote of the Board of Directors who are WestCare Board Members.

B. Officers

The Board of Directors at its annual meeting shall elect a Chairman, Vice Chairman, Secretary and Treasurer who shall serve for one (1) year term or until their successors are elected.

ARTICLE VI

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

President:	Mrs. Lloyd Johnson
Vice President:	Mr. Peter Lenzi, Jr.
Secretary:	Mrs. Glen Boe
Treasurer:	Mr. Thomas A. Murphy, Jr.

ARTICLE VII

The business of this corporation shall be managed by a Board of Directors. The number of persons constituting the first Board of Directors shall be nine (9) and the names and residence of the persons and the term for which each shall serve and who are to serve as Directors until the first annual election under the By-Laws, are as follows:

Marjorie Mearns	Kingsail Motel, Route 1, Marathon	3 years
Mrs. Harry Senning	5 th Avenue Ocean, Marathon	2 years
Mrs. Glen Boe	Box 791, Key Colony Beach, FL	3 years

Capt. Freeman Bateman	1334 80 Street Gulf, Marathon	2 years
Pete Lenzi, Jr.	Rd. #1, Box 418, Marathon	3 years
yMrs. Lloyd Johnson	Box 822, Key Colony Beach	2 years
Mr. Tom Murphy	Box 883, Marathon	1 year
Mrs. Ruth Ivins	Rd. 1, Box 291, Marathon	1 year
Mr. Glen Lillibridge	100 Calls Ensenada, Marathon	1 year

ARTICLE VIII

The By-Laws of the corporation are to be made, altered or rescinded by a majority vote of the Directors present at any regular meeting provided written notice of the proposed action has been mailed to each Director at least fourteen (14) days before the said meeting date.

ARTICLE IX

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

ARTICLE X

This corporation shall be authorized to exercise the powers permitted non-profit 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.

ARTICLE XI

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 private person, except that the corporation shall be authorized and empowered to reimburse the members, etc., for reasonable expenses incurred in furtherance of the exempt purposes of the corporation.

ARTICLE XII

Articles I, II, III, IV, VI, VIII, IX, X and XI may be amended by a majority vote of those members of the Board of Directors present at any regular meeting or special meeting called for that purpose provided written notice of the proposed action has been mailed to each Director at least fourteen (14) days before said meeting.

Articles V, VII, XII and XIII may only be amended by a super majority vote of the Board of Directors equal to one less than the total number of all of the members of the Board of Directors at the time such amendment is proposed.

ARTICLE XIII

Except as otherwise expressly provided herein, any disposition of any corporate real property owned as of May 31, 2005, shall require a super majority vote of the Board of Directors equal to one less than the total number of all of the members of the Board of Directors. Disposition of corporate real property shall include, but shall not be limited to, the following:

1. A mortgage or pledge of, creation of a security interest in, or conveyance of title to all or any part of the corporation's real property or any interest in them, to secure the payment or performance of a contract, note, bond or other obligation.
2. A sale, lease, exchange or disposition of less than substantially all of the real property of the corporation.

3. A sale, lease, exchange or other disposition of all or substantially all of the real property of the corporation.