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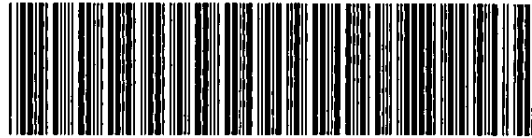
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Registered  
10/15/07

BLANCHARD, MERRIAM, ADEL & KIRKLAND, P.A.

ATTORNEYS AT LAW

GARRY D. ADEL  
DOCK BLANCHARD\*<sup>Δ</sup><sup>+</sup>  
JOSE H. CORTES, JR.  
EDWIN A. GREEN, III  
R. COLT KIRKLAND  
LAUREN E. MERRIAM III  
  
MELISSA H. ANDRADE  
PATRICIA L. MORGAN  
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September 27, 2007

\**Board Certified Civil Trial Lawyer*  
<sup>Δ</sup>*Board Certified Appellate Practice*  
<sup>+</sup>*American Board of Trial Advocates*

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: *the Centers, Inc., a Florida non-profit corporation*  
*Document No.: 726916*  
*Client No.: 400/10205*

Dear Sir or Madam:


Enclosed please find for filing an original and one copy of the Amended and Restated Articles of Incorporation of The Centers, Inc., along with our check in the amount of \$35.00 for the filing fee.

Also, enclosed please find a self-addressed, postage prepaid, envelope for your convenience in returning a conformed copy of the Amended and Restated Articles of Incorporation to me.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

Blanchard, Merriam,  
Adel & Kirkland, P.A.

  
Lauren E. Merriam, III

LEM:mlc  
Enclosures  
xc: the Centers, Inc.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

THE CENTERS. INC.

FILED  
07 SEP 28 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF MARION

The undersigned, as President and Secretary respectively of The Centers, Inc., located at 5664 SW 60<sup>th</sup> Avenue, Ocala, Florida 34474, a Florida nonprofit corporation organized and existing under the laws of the State of Florida, do hereby certify that the following is a true and complete copy of a Amended and Restated Articles of Incorporation adopted by the Board of Directors of this Corporation on the 23<sup>rd</sup> day of October, 2006:

RESOLVED, that the Articles of Incorporation of The Centers, Inc., a Florida nonprofit corporation, be amended and restated in its entirety as follows:

RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CENTERS, INC.

The Articles of Incorporation of The Centers, Inc. are hereby amended and restated in total as follows:

ARTICLE I – NAME

The name of the corporation shall be THE CENTERS, INC. This corporation shall function as a Community Mental Health Center in Marion and Citrus Counties with the principal administrative offices located in Ocala, Florida.

ARTICLE II – OBJECTIVE

The purpose of this Corporation shall be to promote, develop, and implement an effective community-wide mental health program in Marion and Citrus Counties. More specifically, it shall be the responsibility of the corporation to cause to be developed and implemented an annual plan for services and housing, approved by the appropriate review and funding agencies, for the delivery of alcohol, drug abuse and mental health services. Center operations shall be in compliance with applicable federal, state, and county laws; and administrative rules and regulations.

Notwithstanding any other statement in this Article, this corporation is organized exclusively for charitable purposes as such purposes are defined in Section 501(3) (c) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Revenue law.

### ARTICLE III – ASSURANCE

The Corporation, its officers, and employees shall abide by all Civil Rights Legislation, both state and federal, shall be an equal opportunity employer, and shall comply with all laws relevant to community mental health centers.

### ARTICLE IV – PERSONNEL STANDARDS

All personnel policies published in the Personnel Policy Manual shall be available for study and inspection by employees, Directors of the Corporation, and the public. They shall be at least comparable to State of Florida Personnel Policy and Standards. However, minimum levels of training and experience, if job related, may exceed State standards for a position.

### ARTICLE V – BOARD OF DIRECTORS

#### Section 1.

The Corporation shall be governed by a Board of Directors consisting of not more than twenty-six (26) nor less than fifteen (15) directors. They shall constitute a broad cross-section of the area population that will, so far as possible, be representative of age, sex, occupation, education, minorities, geographic areas, business, and human services expertise. Each county shall be represented in proportion to the ratio of their population to the population of the Service Area as a whole.

Recalculation of the number of directors from the counties shall be based on population figures as provided by the University Of Florida Bureau Of Population Research. The recalculation shall be in 1986 and every five years thereafter.

## Section 2.

One director from each of the respective counties may be a County Commissioner selected by his respective Board. In the event a Commissioner is not able to serve the Board, they may appoint another county employee to represent the Commission.

Each county's Board of County Commissioners shall either confirm or reject the *person(s) nominated and elected to membership on the Center Board from their respective county.* They may require a personal appearance at the confirmation hearings.

## Section 3.

*Directors shall be elected to a three-year term. A director who has served a term may be re-elected to a second term with no break in service. A director who has served two consecutive terms may be re-elected to another term following a one-year break in service as a director not withstanding county commissioners.*

In the event that the Board member is an outgoing President, that person may serve up to one additional year as a voting member of the Executive Committee and Board with full authority and responsibility of Board membership.

## Section 4.

Aside from those responsibilities inherent in Sections 1 through 3 above, the Board shall:

- a) Secure and maintain legal existence of the Corporation.

- b) Hire a Chief Executive Officer. Terms and conditions of employment plus authority and responsibility shall be set in a written contract between the Executive and the Board.
- c) Establish general policies for the Center.
- d) Approve an annual budget.
- e) Evaluate annually the performance of the Chief Executive Officer.
- f) Interpret the community to the Center and the Center to community.
- g) Monitor and champion the interests of the community as regarding the provisions of both preventative and treatment services—within the Center, locally, and on the state and national levels.
- h) Assist in the assessment of community mental health needs and problems and in securing funding to implement relevant programs.

## ARTICLE VI – OFFICERS AND COMMITTEES

### Section 1.

The officers elected by the Board of Directors shall be a President, Vice President, Treasurer, and Secretary. They shall be elected at the December Meeting and installed at the Annual Meeting held in January of each year for a one year term and may be re-elected for an additional one year term. Terms of office shall begin immediately following the installation.

### Section 2.

The elected officers and the immediate past president shall constitute an Executive committee who shall have the power to act on behalf of the Board of Directors in emergency situations and/or specific assignments delegated by the Board. However, any action taken by the Executive Committee shall be placed on the agenda of the next scheduled (or special) meeting of the Board of Directors for appropriate action.

Section 3.

Standing Committees shall be appointed by the President and confirmed by the Board of Directors. They are:

- a. Finance
- b. Personnel
- c. Program Planning and Evaluation

Other committees or task forces necessary for orderly conduct of the Corporation's business may be appointed by the President.

ARTICLE VII – REMOVAL FROM OFFICE OR FROM THE BOARD

Any officer or director may be removed for cause for a majority vote at any special or regular meeting provided the officer or director has been given the specific charges in writing at least fifteen (15) days prior to said meeting, and the pending action made an agenda item and mailed to the membership not less than ten (10) days prior to said meeting.

ARTICLE VIII – BOARD MEETINGS AND PROCEDURES

Section 1.

There shall be regular meetings; the time, date, and location shall be set by the Board of Directors.

Section 2.



Special or emergency meetings of the Board of Directors may be called in accordance with the Bylaws and in compliance with the required State and Federal Administrative Rules and Procedures.

Section 3.

A simple majority of Directors shall constitute a quorum at all regular or specially called meetings. All business shall be conducted in compliance with Roberts Rule of Order, except as otherwise provided in these Articles of Incorporation or Bylaws.

ARTICLE IX – POWERS

In general, and in connection with the foregoing, the Corporation shall have and may exercise all powers of like corporations, including all powers of a non-profit corporation, or corporation not for profit, under provisions of Chapter 617, Florida Statutes;

Notwithstanding the above, the Corporation shall have only such powers as are proscribed and permitted by Section 501 (c) (3) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE X – RESTRICTIONS

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 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 Article II hereof. No substantial part of the financial activities of the Corporation shall be for carrying on propaganda (public education regarding mental

health needs and services excluded). The Corporation shall not participate in any political campaign on behalf of any candidate for public office, nor will it participate in any other activities not permitted to be carried on by (a) corporation exempt from Federal Income Tax under section 501 (3) (c) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

#### ARTICLE XI – AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be presented in writing by the Board of Directors at least one regularly scheduled monthly meeting prior to final Board action. Such amendments must be approved by no less than two thirds (2/3) of the Directors present and must be ratified by the Boards of County Commissioners of Marion and Citrus Counties.

#### ARTICLE XII – BYLAWS

##### Section 1.

Bylaws necessary to the orderly conduct of business shall be recommended by the Personnel Committee. They shall be presented in writing at least seven (7) days prior to a regularly or specially scheduled meeting at which time full discussion and action are to be taken. A two-thirds (2/3) vote of the directors present shall be necessary to enact a Bylaw.

##### Section 2.

Amendments to the Bylaws, necessary for the orderly conduct of business, shall be recommended by the Personnel Committee. Such amendment(s) shall be presented in writing at least seven (7) days prior to a regularly scheduled meeting at which time full discussion and action are to be taken. A two-thirds (2/3) vote of directors present shall be necessary to enact amendment(s) to the Bylaws.

#### ARTICLE XIII – TERM

The Corporation shall have perpetual existence.

#### ARTICLE XIV – LIQUIDATION AND DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation to Marion and Citrus Counties, a political subdivision of the State of Florida, or to such organizations which have qualified for exemption under section 501 (c) (3) of the Internal Revenue Code, for a public purpose, and none of the assets shall be distributed to any members, officers, or trustees of this organization.

#### ARTICLE XV – RATIFICATION BY BOARD OF COUNTY COMMISSIONS


Those Articles of Incorporation shall not become effective until ratified by the Board of Directors and the Boards of County Commissioners of Marion and Citrus Counties by appropriate resolution. The resolution shall be filed along with the Articles of Incorporation with the Secretary of State.

CERTIFICATE OF APPROVAL OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CENTERS, INC.

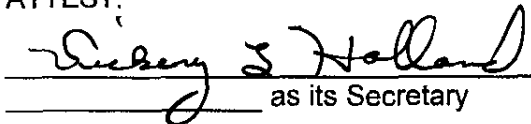
We, the undersigned, being the President and Secretary respectively, of The Centers, Inc., hereby certify that the Board of Directors of the corporation did unanimously approve and recommend that the Articles of Incorporation of The Centers, Inc., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 10<sup>th</sup> day of July, 1973, be amended in the manner set forth above and did propose said amendment.

WE DO FURTHER CERTIFY that the Directors of the corporation did unanimously approve the foregoing Amendment of the 23<sup>rd</sup> day of October, 2006. The Amended and Restated Articles of Incorporation was adopted by the Board of Directors. We further certify that the Amended and Restated Articles of Incorporation was approved by the Marion County Board of County Commissioners on March 20, 2007, and by the Citrus County Board of County Commissioners on January March 27, 2007.

IN WITNESS WHEREOF, the President of the corporation has hereunto affixed his signature this 24<sup>th</sup> day of September, 2007 and the Secretary of the corporation has also hereunto affixed his/her signature and the corporate seal of the corporation, this 24<sup>th</sup> day of September, 2007.

  
\_\_\_\_\_  
Brian Ehlers, President

ATTEST:

  
\_\_\_\_\_  
as its Secretary

AFFIDAVIT FOR AMENDED AND RESTATED ARTICLES

STATE OF FLORIDA)  
COUNTY OF MARION)

I DO HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take oaths and acknowledgements, personally appeared Brian Ehlers, who produced DL # E462-065-64-267-0 FL as identification and who executed the attached Amended and Restated Articles of Incorporation and he acknowledged before me that the matters and things contained in the Amended and Restated Articles of Incorporation are true, and he did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this 24<sup>th</sup> day of September, 2007.

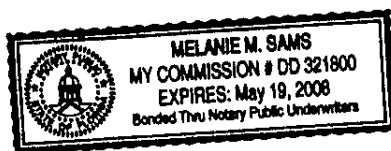


Melanie M. Sams  
Notary Public, State of Florida  
My Commission Expires:

STATE OF FLORIDA)  
COUNTY OF MARION)

I DO HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named to take oaths and acknowledgements, personally appeared Vickery Holland, who produced DL # H453-872-44-826-0 FL as identification and who executed the attached Amended and Restated Articles of Incorporation and he/she acknowledged before me that the matters and things contained in the Amendment are true, and he/she did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this 24<sup>th</sup> day of September, 2007.



Melanie M. Sams  
Notary Public, State of Florida  
My Commission Expires:

**RESOLUTION**

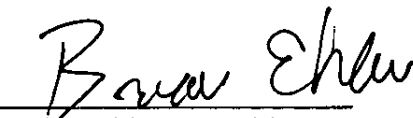
At its meeting of October 23, 2006, the Board of Directors of the Centers, Inc. ("Centers") following a Motion duly made and seconded, and all necessary discussion by affirmative vote, it was

RESOLVED, that Centers hereby accepts and approves amending its Articles of Incorporation.

RESOLVED, that the President or Executive Director of the Centers is authorized and directed to execute this original Resolution, and to execute, or deliver, duplicate originals or copies of the original and to take such other action as may be necessary or desirable to carry out the purpose and intent of this Resolution.

THE CENTERS, INC.

By: \_\_\_\_\_



Brian Ehlers, President  
Board of Directors

Resolutions

Marion County Board of County Commissioners

and

Citrus County Board of County Commissioners

Marion County Board of County Commissioners  
Agenda – After  
March 20, 2007

Pages 2 through 6 and  
pages 8 through 11 intentionally omitted.



MARION COUNTY BOARD OF COUNTY COMMISSIONERS



Dist 1 – Andy Kesselring  
Dist 2 – Jim Payton  
Dist 3 – Stan McClain  
Dist 4 – Barbara Fitos  
Dist 5 – Charlie Stone

A G E N D A ~ A F T E R

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Marion County Government Complex

County Commission Auditorium

601 SE 25<sup>th</sup> Avenue, Ocala, FL 34471

March 20, 2007

**\*\*\*Notice to Board Meeting Attendees: As a courtesy to others, please ensure pager and cell phones are turned off during meeting\*\*\***

Welcome to the Board of County Commissioners regularly scheduled meeting. Your participation in County government is appreciated. All regular Board meetings are held on the 1<sup>st</sup> and 3<sup>rd</sup> Tuesday of each month at 9:00am. Zoning Board meetings are held on the 3<sup>rd</sup> Tuesday of each month at 2:00pm.

Please visit the Marion County website at <http://www.marioncountyfl.org> for complete agenda packet including back-up documentation.

All persons wishing to address the County Commission will be asked to limit their comments to the specific subject being addressed. Public opinions and input are valued by the Board of County Commissioners. However, it is requested that comments are directed at specific issues rather than personal comments directed toward Board members or staff in order to foster mutual respect between Board members and the public.

Any persons requiring reasonable accommodation at this meeting because of a disability or physical impairment should contact the Public Affairs Office at (352) 438-2300 at least two (2) business days prior to the meeting.

Official minutes and audio recordings of Board meetings, workshops, or public hearings are available for purchase through the Clerk of Court, Commission Records. Please call (352) 671-5622 for additional information. In addition, VHS/DVD video recordings of the regular Board meetings are available with a deposit for viewing or for purchase through the County's Public Affairs office.

Marion County BOCC Mission Statement  
"Meeting Needs by Exceeding Expectations"

- 6K8.** SW 60<sup>th</sup> Avenue (From SW 95<sup>th</sup> Street to SW 80<sup>th</sup> Street)  
Proposed Typical Section Design Option Approvals and  
Corresponding Modification of the Roadway Typical Section  
Requirements in the Penn Development Agreement

**PULLED FOR DISCUSSION - APPROVED**

**6L. Utilities:**

- 6L1.** Utilities Acquisitions Team (*Budget Impact – None*)

**PULLED FOR DISCUSSION – MOTION TO TERMINATE CONTRACT WITH  
GAI CONSULTANTS – MOTION FAILED 3 TO 2**

**MOTION TO APPROVE ACQUISITION TEAM – APPROVED 3 TO 2**

**ALL CONSENT ITEMS APPROVED UNLESS OTHERWISE NOTED (6G2,  
6G3, 6G7, 6G8, 6G10, 6H1, 6K8, 6L1)**

**7. COUNTY ATTORNEY:**

- 7A.** Ratification of Amendment to Articles of Incorporation – The  
Centers, Inc.

**APPROVED**

- 7B.** Approval of Settlement Agreement for Condemnation of Property for  
31<sup>st</sup> Street Road Improvement

**APPROVED**

**8. COUNTY ADMINISTRATOR:**

**8A.** Presentation of Fiscal Analysis Study of Transportation Impact Fees  
**MOTION TO DIRECT STAFF TO SCHEDULE WORKSHOP DATE AND TO ALLOW  
CONSULTANT TO PRESENT STUDY AT WORKSHOP**

- 8B.** Transportation Impact Fee Credits – Authorizing Submittal of  
Application

**APPROVED**

- 8C.** Petition to Vacate Portion of Utility/Drainage Easement – Kingsland  
Country Estates Forest Glen

**MOTION TO APPROVE RESOLUTION ONLY – APPROVED 4 TO 1**

- 8D.** Planting of Trees and Vegetation Along the SW 31<sup>st</sup> Street Corridor  
Between U.S. 441 and CR 475-A Beyond Those Required Within  
the Contract with Anderson Columbia Co., Inc. (*Budget Impact –  
Impact Fee District 4 \$46,390; Marion County Tree Bank \$46,390*)

**MOTION TO APPROVE PROVIDING \$48,800 FUNDING FROM MARION  
COUNTY TREE BANK AVAILABLE IN 10-12 WEEKS – APPROVED 4 TO 1**

Citrus County Board of County Commissioners  
Meeting Minutes  
March 27, 2007

Pages 2 through 7 and  
pages 9 through 19 intentionally omitted.

**Regular Meeting of the Citrus County Board of County Commissioners of Citrus  
County, Florida - 1:00 P.M.**

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1. **Call to Order - March 27, 2007 - Citrus County Courthouse, 110 North  
Apopka Avenue, Inverness, Florida**

**INVOCATION**

**PLEDGE OF ALLEGIANCE**

**ROLL CALL**

COMMISSIONERS: Chairman Dennis Damato, First Vice Chairman Joyce  
Valentino, Second Vice Chairman Vicki Philips,  
Commissioner Gary Bartell, and Commissioner John  
Thrumston.

STAFF: County Administrator June M. Fisher, County Attorney  
Robert Battista, and Deputy Clerks Glenda Brown and  
Theresa Steelfox.

Official Agenda Summary

2. **CONSENT AGENDA**

***Motion by Commissioner Gary Bartell, seconded by Commissioner John  
Thrumston, to pull items 2I (Donation of Surplus Property), 2R (Halls  
River Road Sewer Infill), 2S (Release of Permission to Enter Property),  
2W (Safety Town/Jessie's Place), 2MM (Solid Waste Transfer Station),  
2RR (Comprehensive Emergency Management Plan), and 2TT  
(Chassahowitzka River and Homosassa Boat Ramps), and approve the  
balance of the Consent Agenda items. Motion carried unanimously.***

2A. **Approve the minutes of the special meetings held on March 1, 2007  
(Planning and Growth Management/Capital Improvement Program),  
March 2, 2007 (2008-2012 Capital Improvement Program), and March 6,  
2007, (2007 Goal Setting Session), and the regular meeting held on  
March 13, 2007.**

Supporting Documentation for item 2A

2B. **Approve County warrants for payroll and accounts payable.**

Supporting Documentation for item 2B

2C. **Adopt and authorize the Chairman to execute resolutions  
adopting/amending the Aquatic Plant Control Grant, Library Services,**

**Crystal Senior Village Associates, LTD grant application to the state.**

Supporting Documentation for item 2II

2JJ. **Ratify the amended Articles of Incorporation for The Centers, Inc.**

Supporting Documentation for item 2JJ

2KK. **Approve settlement and authorize payment in the amount of \$16,263.18 to David and Michelle Howard regarding the February 21, 2007, automobile accident.**

Supporting Documentation for item 2KK

2LL. **Approve settlement and authorize payment in the amount of \$10,000 to William McLean, Jr., Esquire for settlement of claimant attorney legal fees.**

Supporting Documentation for item 2LL

2MM. **Approve and authorize the Chairman to execute an agreement with King Engineering, Inc., to perform phase-one (preliminary engineering) of the solid waste transfer station and associated site improvements for a not to exceed price of \$244,004.**

Supporting Documentation for item 2MM

Commissioner Bartell suggested that the Board work with staff on public relations in order to make the public aware of the probable increase in costs to transfer solid waste. Mr. McCracken explained the three phases of the project, additional costs involved, and so on. Discussion ensued regarding educating the public on aspects of the landfill and the potential costs involved with the transfer station.

***Motion by Commissioner Gary Bartell, seconded by Second Vice Chairman Vicki Philips, to approve item 2MM. Motion carried unanimously.***

2NN. **Adopt and authorize the Chairman to execute a resolution authorizing an application for funding of the Home Care for the Elderly Program for the period effective July 1, 2007, through June 30, 2008, in an amount to be determined. No cash match is required (Resolution No. 2007-047).**

Supporting Documentation for item 2NN

2OO. **Adopt and authorize the Chairman to execute a resolution authorizing an application for funding of the Community Care for the Elderly Program for the period effective July 1, 2007, through June 30, 2008, in an amount**