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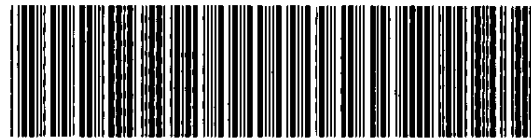
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

726916
8/12/10

BLANCHARD | MERRIAM
ADEL | KIRKLAND
ATTORNEYS AT LAW SINCE 1974

July 29, 2010

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: *The Centers, Inc.*
Client No. 400-10205

Ladies/Gentlemen:

Enclosed for filing are an original and one copy of the Amended and Restated Articles of Incorporation of The Centers, Inc. Also enclosed is our check in the sum of \$35.00 representing the filing fee.

Please return 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
Lauren E. Merriam III

LEM:bcm
Enclosures
xc: Client

4 Southeast Broadway
P.O. Box 1860
Orlando, Florida 32817

ph: 352.732.7218

fax: 352.732.0017

www.bmatlaw.com

Amended + Restated
ARTICLES OF INCORPORATION
OF
THE CENTERS, INC.

STATE OF FLORIDA

COUNTY OF MARION

The undersigned, as President and Secretary respectively of The Centers, Inc., located at 5664 SW 60th 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 Resolution adopted by the Members of this Corporation on the 22nd day of February, 2010.

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

Amended
+
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.

FILED
10 AUG 29 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 serve 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 notwithstanding county commissioners. At the discretion of the executive committee and with a simple majority vote of the Board of Directors, a director may be invited to continue on the Board of Directors with no break in service.

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. If a board member is elected to office, but has less than a year to serve on the board, he or she may complete the term of office.

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 10th day of July, 1973, be amended in the manner set forth above and did propose said amendment.

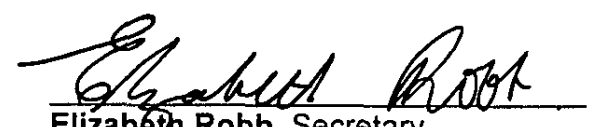
WE DO FURTHER CERTIFY that the Directors of the Corporation did unanimously approve the foregoing Amendment on the 22nd day of February, 2010. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors. We further certify that the Amended and Restated Articles of Incorporation were approved by the Marion County Board of County Commissioners on April 6, 2010, and by the Citrus County Board of County Commissioners on April 13, 2010.

IN WITNESS WHEREOF, the President of the corporation has hereunto affixed his signature this 6th day of August, 2010 and the Secretary of the corporation this 6th day of August, 2010.



Stephen Spivey, President
Board of Directors

ATTEST:



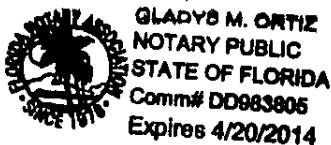
Elizabeth Robb, Secretary
Board of Directors

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 **Stephen Spivey**, who produced personally known to me 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 6th day of August, 2010.

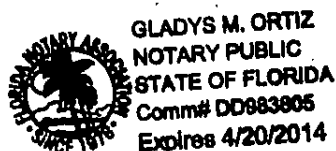


Gladys M. Ortiz
Notary Public, State of Florida
My Commission Expires: 4/20/2014

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 **Elizabeth Robb**, who produced personally known to me 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 6th day of August, 2010.



Gladys M. Ortiz
Notary Public, State of Florida
My Commission Expires: 4/20/2014

RESOLUTION

At its meeting of February 22, 2010, 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 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.,
a Florida not-for-profit corporation:

By: _____


Stephen Spivey, 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
April 6, 2010

Pages 2 and 4 through 8 Intentionally omitted.

MARION COUNTY BOARD OF COUNTY COMMISSIONERS



Dist 1 – Mike Amsden
Dist 2 – Jim Payton
Dist 3 – Stan McClain
Dist 4 – Barbara Fito
Dist 5 – Charlie Stone

A G E N D A – A F T E R

**Marion County Government Complex
601 SE 25th Avenue, Ocala, FL 34471**

**County Commission Auditorium
April 6, 2010**

**INVOCATION AND PLEDGE OF ALLEGIANCE
9:00AM – CALL TO ORDER
ROLL CALL**

1. PROCLAMATIONS/PRESENTATIONS/RESOLUTIONS:

1A. PRESENTATION - Employee Service Awards to Officially Recognize County Employees for their Length of Service and Dedication to the Marion County Board of County Commissioners. *(Presentation)*

PRESENTED

1B. PROCLAMATION - The 15th Annual Children's Week "Celebrating Parents and Children" - Anita Winter *(Approval and Presentation)*

APPROVED AND PRESENTED

1C. PROCLAMATION - "National Day of Prayer" - Charlie Fleming. *(Approval and Presentation)*

APPROVED AND PRESENTED

1D. PROCLAMATION - "Marion County Volunteer Month" - Penny Miller *(Approval and Presentation)*

APPROVED AND PRESENTED

1E. PROCLAMATION - "Friends of the Public Library, Francis Kolonia" *(Approval and Presentation)*

APPROVED AND PRESENTED

1F. PRESENTATION - "2010 10-Year-Old World Series at the Rotary Sportsplex" Harvey Vandeven. *(Presentation)*

PRESENTED – MOTION FOR BOARD SUPPORT - APPROVED

1G. PROCLAMATION - "Eagle Scout" Peter Wyckoff *(Approval Only)*
APPROVED

- 2. GENERAL PUBLIC ITEMS:** All members of the public wishing to speak during the "General Public" portion of the agenda will be limited to two (2) minutes to make their request or presentation and will be heard following scheduled requests which are limited to five (5) minutes. For unscheduled

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

- 5A5. General Fund - Facilities Management - \$66,910
- 5A6. MSTU for Law Enforcement – Sheriff – Patrol & CID - \$473,065
- 5A7. General Fund - Court Security - \$3,000
- 5A8. Enterprise Fund - Solid Waste - \$300,000
- 5A9. Enterprise Fund - Solid Waste - \$5,000
- 5A10. Enterprise Fund - Solid Waste - \$5,000
- 5A11. Rainbow Lakes Estates Fire Protection MSBU - Fire Control Service - \$1,700

APPROVED ALL BUDGET AMENDMENTS; 5A1 thru 5A11.

6. **PUBLIC HEARINGS (Request Proof of Publication) at 10:00 am: Public participation is encouraged. When prompted, please step up to the podium and state your name and address for the record. Please limit your comments to the specific issue being addressed.**

- 6A. PUBLIC HEARING - Ordinance Relating to the Relief of Transportation Impact Fees in Relation to Economic Development and High Wage Job Creation.

APPROVED 3-2 WITH LANGUAGE MODIFICATION.

COMMISSIONERS STONE AND AMSDEN DISSENTING.

- DISCUSSION OF EXTENSION OF TRANSPORTATION IMPACT FEES. EXTENSION APPROVED THRU DECEMER 31, 2010.

7. **CONSENT: A motion to approve the Consent Agenda is a motion to approve all recommended actions. All matters on the Consent Agenda are considered routine and will be enacted by one motion. There will be no separate discussion unless desired by a Commissioner.**

7A. **Attorney:**

- 7A1. Request Approval of Ratification of Amendment to Articles of Incorporation/The Centers, Inc. (Budget Impact - None)

7B. **Community Services:**

- 7B1. Request Approval of Projects for Funding through CDBG Substantial Amendment (Budget Impact - \$158,000 CDBG Grant funds)
- 7B2. Request Approval of Projects for SHIP and CDBG Grant Funding (Budget Impact - \$660,000 in SHIP Grant and \$128,000 in CDBG Grant funds)

7C. **Growth Management:**

- 7C1. Request Approval of Consideration of Villages of Marion County Florida Quality Development 5th Notice of Proposed Change. (Budget Impact - None)

7D. **Procurement Services:**

- 7D1. Request Approval of Selection Committee Recommendation: 10P-075, Dispatch Console Furniture for 9-1-1 Communication Center Use - Xybix Systems, Inc, Littleton, CO (Budget Impact - \$373,798.00)

Citrus County Board of County Commissioners
Agenda-After
April 13, 2010

Pages 2 through 7 and 10 through 18 Intentionally omitted.

REGULAR MEETING OF THE BOARD OF COUNTY COMMISSIONERS OF CITRUS COUNTY, FLORIDA

AGENDA

April 13, 2010 - 12:45 P.M.

Gary Bartell, District 2, Chairman	Betty Strifler, Clerk of the Circuit Court
Dennis Damato, District 1, 1st Vice Chairman	Robert B. Battista, County Attorney
Winn Webb, District 5, 2nd Vice Chairman	Brad Thorpe, County Administrator
Joe Meek, District 3	Eber E. Brown, Deputy County Administrator
John Thrumston, District 4	

MISSION

Citrus County Government will be a value-driven organization dedicated to responsive citizen service by providing quality programs, services and facilities to build a strong community and promote the best quality of life for our citizens.

All persons desiring to address the County Commission will be asked to limit their comments to the specific subject being discussed.

There will be a time limit set for all persons speaking at the public hearings, zone changes, and workshops. Organizations will be limited to five (5) minutes and individuals to three (3) minutes on either side of the item being discussed.

All members of the public wishing to speak at the beginning of the meeting will have three (3) minutes per person per day to make their request or presentation. If the request or presentation deals with a matter that requires investigation by County staff, the Chairman will refer it to the County Administrator to follow-up with the person making the request.

Any person who decides to appeal any decision of the Governing Body with respect to any matter considered at this meeting will need a record of the proceedings and for such purpose may need to provide that a verbatim record of proceeding is made which record includes testimony and evidence upon which the appeal is to be based. (Section 286.0105 Florida Statutes)

Any person requiring reasonable accommodation at this meeting because of a disability or physical impairment should contact the County Administrator's Office, Citrus County Courthouse, 110 N. Apopka Avenue, Inverness, FL 34450 (352) 341-6560, TTY (352) 341-6580 at least two days before the meeting.

Official Agenda Summary

Proof of Publication

- B32. Approve and authorize the Chairman to execute Connection Charge Installment Lien Agreements by and between the Citrus County Municipal Service Benefit Unit for Water and Wastewater Utility Services and Dennis and Patricia Flanagan.

Supporting Documentation for item B32

- B33. Approve deletion of the following items from the Citrus County Detention Facility, and authorize staff to sell the equipment through GovDeals on-line auction service and remove same items from the County's capital asset list: two-door locking refrigerator, Asset No. 12010, initial cost \$1,735; napkin and silver cafe, Asset No. 12028, initial cost \$1,119; grill with stand, Asset No. 12005, initial cost \$3,043; 182; property baskets, Asset No. unknown, initial cost unknown; cold serving unit, Asset ID No. 12029, initial cost \$3,422; solid top portable work, Asset ID No. 12030, initial cost \$1,655; and, dish dispenser, Asset ID No. 12031, initial cost \$1,155. The items are old and obsolete and have no use at the facility.

Supporting Documentation for item B33

- B34. Approve and authorize the Chairman to execute Records Disposition Document Nos. BOCC-0067, BOCC-0070, BOCC-0075, BOCC-0082, BOCC-088, and BOCC-0089 for disposition of records that have met their assigned retention periods and are ready for disposition.

Supporting Documentation for item B34

- B35. Set a public hearing for April 27, 2010, at 3:45 P.M. to hear testimony regarding the proposed purchase by Citrus County of Meadows Utility Company, Inc. and, if it is determined by the Board of County Commissioners to be in the public interest, to authorize the proposed purchase.

Supporting Documentation for item B35

- B36. Accept the 50 percent completion of the 2008/2009 Roadway Resurfacing Project and approve the 5 percent reduction in retainage and partial release of retainage in the amount of \$58,566.82 to D.A.B Constructors, Inc.

Supporting Documentation for item B36

- B37. Approve the routine wire transfers during the month of March 2010.

Supporting Documentation for item B37

- B38. Accept the completed Point O Woods Lift Station Improvements Project and approve the final payment and release of retainage in the amount of \$79,380.91 to Beach Construction Company, Inc.

Supporting Documentation for item B38

- B39. Approve amendments to Article V, Section 3 of the Articles of Incorporation for The Centers, Inc.

Supporting Documentation for item B39

D. REGULAR BUSINESS

D1. AGENCY AGREEMENT WITH PROGRESS ENERGY

- a. Approve and authorize the Chairman to execute an agency agreement between Citrus County and Florida Power d/b/a Progress Energy Florida regarding utility payments made to Progress Energy on behalf of members who qualify for assistance under Low Income Home Energy Assistance provisions. This agreement will be effective from April 22, 2010, to April 21, 2012.

Supporting Documentation for item D1

D2. KIDS CENTRAL, INC. SUMMER BREAK ENRICHMENT PROGRAM GRANT

- a. Approve and authorize the Chairman to execute the 2010 Kids Central, Inc.'s Summer Break Enrichment Program Grant application in the amount of \$12,240.
- b. Authorize Karen Slaska, Library Youth and Programming Manager for Library Services, to administer the grant if awarded.

Supporting Documentation for item D2

D3. KIDS CENTRAL, INC. SUMMER BREAK ENRICHMENT PROGRAM GRANT

- a. Approve and authorize the Chairman to execute the 2010 Kids Central, Inc.'s Summer Break Enrichment Program Grant application in the amount of \$70,000.
- b. Authorize Andrew Smith, Recreation Supervisor for Parks and Recreation, to administer the grant if awarded.

Supporting Documentation for item D3

D4. RETIRED SENIOR VOLUNTEER PROGRAM - 2010/2011 GRANT

- a. Authorize the Chairman to approve that the Division of Community Support Services apply for funding under the Corporation for National Service-RSVP Program. The funding allocation will be \$154,195. The approved cash match from the County is \$42,345. Along with the cash match and other donations (\$7,656), we anticipate a working budget of approximately \$154,195.