

744237

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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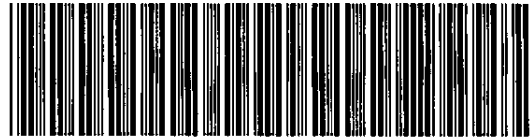
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 SEP -8 PM 3:23

C. Lewis  
9-16-14



Rebuilding Lives. Strengthening Communities.

P.O. Box 2196 · Daytona Beach, FL 32115-2196

Phone: (386) 258-5050 · Fax: (386) 238-8770

Web: [www.havenrecoverycenter.org](http://www.havenrecoverycenter.org)

Board President: Linda White

Executive Director: Mark Besen, Ph.D.

September 3, 2014

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Haven Recovery Center, Inc.

Enclosed please find Articles of Amendment to Articles of Incorporation of Haven Recovery Center, Inc. for filing. I have enclosed an organization check, made payable to your order for the sum of \$43.75 for the filing fee and a certified copy. As the President of the Board of Directors of Haven Recovery Center, I am authorized to submit these documents for your review. The Board voted unanimously to change the name of Haven Recovery Center, Inc. to Windward Behavioral Care, Inc., effective November 1, 2014.

Thank you for your attention to this matter if any further information is required, please do not hesitate to contact me at (386) 252-2501 or Chad Carnell, CFO of Haven Recovery Center at (386) 258-5050 X1024.

Sincerely,

*Linda White, President*

Linda White, President

Haven Recovery Center is becoming Windward Behavioral Care

WINWARD

*Haven Recovery is becoming* BEHAVIORAL CARE *November 1, 2014*

Set Course for a New Future

*Rebuilding lives and strengthening communities through coordinated and holistic behavioral healthcare.*



**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Haven Recovery Center, Inc.

DOCUMENT NUMBER: 744237

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

Please return all correspondence concerning this matter to the following:

Chad Carnell, CFO

(Name of Contact Person)

Haven Recovery Center, Inc.

(Firm/ Company)

211 N. Ridgewood Avenue

(Address)

Daytona Beach, FL 32114

(City/ State and Zip Code)

chad.carnell@havenrc.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chad Carnell

(Name of Contact Person)

at ( 386 ) 258-5050

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**HAVEN RECOVERY CENTER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14 SEP -8 PM 3:23

744237

Haven Recovery Center Inc., a nonprofit corporation, organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Chairman of the Board, Linda Whit, hereby certifies:

The directors of said corporation, at a meeting called and held on September 2, 2014 adopted the following resolution:

BE IT RESOLVED BY THE DIRECTORS OF HAVEN RECOVERY CENTER, INC. ORGANIZED AND EXISTING UNDER THE LAWS OF FLORIDA THAT SAID DIRECTORS DEEM IT ADVISABLE THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION BE AMENDED IN THEIR ENTIRETY SO AS TO READ AS FOLLOWS:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
HAVEN RECOVERY CENTER, INC.**

**ARTICLE I  
Corporate Name**

The name of this Corporation is Windward Behavioral Care, Inc.

**ARTICLE II  
Corporate Nature**

This is a nonprofit Corporation organized for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit laws, set forth in chapter 617 of the Florida Statutes.

**ARTICLE III  
Duration**

The effective date of this resolution is November 1, 2014 and the term of existence of the corporation is perpetual.

ARTICLE IV  
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- a) For the advancement of charity and education and any other related or corresponding charitable purposes by the distribution of its fund for such purposes.
- b) The delivery of behavioral health services to the public, including but not limited to, the promotion of quality substance abuse and mental health treatment, prevention of substance abuse and mental illness, and a continuum of residential and community based services for effective treatment of substance use and mental health disorders.
- c) To operate exclusively in any manner for such charitable, scientific and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V  
Management of Corporate Affairs

- a) BOARD OF DIRECTORS: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation is a maximum of fifteen (15) provided however that such number may be increased or decreased from time to time by resolution passed by the Board of Directors, provided, however, that such number shall never be less than seven (7). All Director Vacancies shall be filled by a majority vote of the Board of Directors of Windward Behavioral Care, Inc.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken according to the Bylaws of this Corporation as adopted and amended from time to time.

CORPORATE OFFICERS: In conformance with its Bylaws, the Board of Directors shall elect the officers of the Corporation during a scheduled meeting of the governing Board.

#### ARTICLE VI Powers and Policy

The Corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of the Corporation and in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida, including by not limited to the power to:

- a) Employ staff, contract for services, receive funds from both public and private sources, and perform other activities which are authorized for nonprofit corporations by the State of Florida.
- b) Maintain such facilities intended to meet the purposes of the organization as set forth herein.
- c) Abide by and conform to all of the applicable State and Federal laws, rules and regulations governing its activities.

#### ARTICLE VII Earnings and Activities of Corporation

- a) 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 IV hereof.

- b) 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 any candidate for public office.
- c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of an 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 the corresponding provision of any future United States Internal Revenue Law).
- d) Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE VIII Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX  
Board of Directors Membership

Directors shall abide by and conform to all applicable State and Federal Laws , Rules and Regulations and these Articles and the Bylaws of the Corporation.

- (a) The Corporation shall have one class of Directors. The rights and privileges of all Directors shall be equal. Each Director shall be entitled to one vote.
- (b) Directors must be residents of Volusia County or Flagler County, Florida and over the age of eighteen (18).
- (c) Directors must have demonstrated an interest in substance abuse and/or mental health education and treatment.
- (d) Membership as a Board Director may be terminated by a majority vote of the Directors.
- (e) Membership as a Board Director is non-transferable.
- (f) Upon the termination of Directorship the former Director shall have no rights in the Corporation.

ARTICLE XI  
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the Director of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by following the procedure more particularly set forth in the Bylaws.

ARTICLE XI  
Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational, scientific and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, and no part of the



net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII  
Amendment of Articles

Amendments to these Articles of Incorporation may be adopted by majority vote of all members of the Board of Directors.

ARTICLE XIII  
Indemnification of Officers and Directors

The Corporation is empowered to indemnify any officer or director, or any former officer or director pursuant to the provision of Section 617.0831 of the Florida Statutes, as amended from time to time.

ARTICLE XIV  
Board Approval

At the regular meeting of the Corporation, held on September 2, 2014, the Directors of the Corporation approved the above Amended and Restated Articles of Incorporation by a majority vote.

ARTICLE XV  
Principal Place of Business and Mailing Address

The Principal Place of Business and Mailing Address of the Corporation shall be 211 N. Ridgewood Ave., Suite 204, Daytona Beach, Florida 32114. The Principal Place of Business or the Mailing Address of the Corporation may be changed from time to time by a majority vote of the Directors. Upon a change of the Principal Place of Business or the Mailing Address of the Corporation, the Directors shall cause said change to be filed with the Florida Secretary of State Division of Corporations in a form and manner as prescribed by law.

(Attach additional sheets, if necessary)

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

**Example:**

Type of Action  
(Check One)

Name

Address

6) \_\_\_\_\_ Change  
\_\_\_\_\_ Add  
\_\_\_\_\_ Remove

In Witness whereof, said Corporation has caused this Certificate to be signed in its name by its  
Chairman of the Board of Directors and its corporate seal to be hereunto affixed and attested by its  
Secretary this 2<sup>nd</sup> day of September.

Haven Recovery Center, Inc.  
a Florida not for profit corporation

By: Linda S. White  
Print Name: Linda White

Attest: [Signature]  
Print Name: Jonathon Glugover

14 SEP - 9 PM 3:23  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The date of each amendment(s) adoption: \_\_\_\_\_ if other than the date this document was signed.

Effective date if applicable: November 1, 2014  
(no more than 90 days after amendment file date)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14 SEP -8 PM 3: 23

Adoption of Amendment(s) (CHECK ONE)

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

Dated September 3, 2014

Signature

Linda A. White, President

(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)

Linda White

(Typed or printed name of person signing)

President

(Title of person signing)