



Northwest Dade Center

Providing Bilingual Mental Health Services For:
Elderly-Adults-Teens-Children

744441

Accredited by the Joint Commission on Accreditation of Healthcare Organizations

February 26, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Restated Articles of Incorporation for
Citrus Health Network, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one copy of the Restated Articles of Incorporation for Citrus Health Network, Inc., and a check in the amount of \$35.00, made payable to the Secretary of State. Also enclosed is a redlined copy of the Restated Articles of Incorporation for comparison purposes. Please process the Restated Articles of Incorporation at your earliest convenience.

If you need additional information or have any questions, please contact the undersigned. Thank you for your attention to this matter.

Very truly yours,

Rosa E. Scavo
In-House Counsel

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*****35.00 *****35.00

/res
Encls.

Amend

VS MAR 5 1998

4175 West 20th Avenue • Hialeah, Florida 33012-5875 • (305) 825-0300



A United Way Supported Agency



**RESTATED ARTICLES OF INCORPORATION
FOR
CITRUS HEALTH NETWORK, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

According to the provisions of § 617.1007, Fla. Stat., Citrus Health Network, inc. pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is Citrus Health Network, Inc.

ARTICLE II

The principal office of the Corporation is to be located at 4175 West 20th Avenue, Hialeah, Florida 33012.

ARTICLE III

The Chief Executive Officer is hereby appointed the registered agent for the Corporation.

ARTICLE IV

The purposes for which the Corporation is organized and the powers with which the Corporation is vested include, but are not limited to, the following:

1. To provide comprehensive mental health services and to seek and receive donations, grants, fees, contributions, and other sources of funding necessary to provide such services to the community; and
2. To provide elderly persons, disabled persons, and low-income families with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness, and usefulness in longer living. The charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof of a nonprofit basis.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including such purposes, the making of distributions to organizations that qualify as exempt organizations under 26 U.S.C. § 501(c)(3) (or the corresponding provision of any future United States Internal Revenue law or code). This is a nonprofit corporation and its purpose shall remain nonprofit.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its member 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. 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, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, this 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 V

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 26 U.S.C. § 501(c)(3) (or the corresponding provision of any future United States Internal Revenue law or code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

The Board of Directors shall consist of no less than nine (9) nor more than twenty-five (25) members. The number of Board members, manner of election, and term of office shall be provided in the Bylaws.

Additional members may be admitted at any meetings of the Board of Directors, provided they have met the qualifications and vote requirements in accordance with the Bylaws of the corporation.

ARTICLE VII

The affairs of the Corporation are to be managed by a Chairman, Vice-Chairman, Secretary, Treasurer, and such other officers as the Board of Directors shall elect. The manner of election and term of office shall be provided in the Bylaws.

ARTICLE VIII

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended or rescinded in accordance with the applicable provisions of the Bylaws.

ARTICLE IX

The Corporation shall exist perpetually.

ARTICLE X

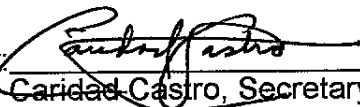
These Articles of Incorporation may be amended by a two-thirds (2/3) vote of those present and voting at any meeting of the Board of Directors of the corporation provided that fourteen (14) days notice has been given. The amendments shall be filed with, and approved by, the Secretary of State.

CITRUS HEALTH NETWORK, INC.

The foregoing Restated Articles of Incorporation restate and integrate and do not further amend the provisions of the corporation's Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

There are no members or members entitled to vote. The foregoing Restated Articles of Incorporation were duly adopted by its Board of Directors pursuant to a resolution made on January 20, 1998, by unanimous vote.

CITRUS HEALTH NETWORK, INC.

By 
Caridad Castro, Secretary