

753888

LAW OFFICES  
PETER C.K. ENWALL, P.A.  
POST OFFICE BOX 7117  
GAINESVILLE, FLORIDA 32605

MERIDIAN CENTRE  
2790 NW 43RD STREET, SUITE 200

TELEPHONE (352) 376-6163  
FACSIMILE (352) 373-7347

January 25, 1999

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

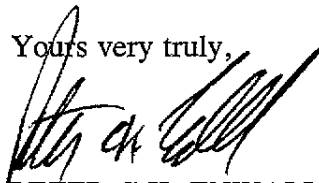
Re: Cris Collinsworth Foundation, Inc.

To Whom It May Concern:

Please find enclosed my check in the amount of \$35.00. Would you please record the enclosed Restated Articles of Incorporation as the official Restated Articles for Cris Collinsworth Foundation, Inc.

Would you also provide me with the date/timed stamped copy of the Restated Articles. Thank you for your cooperation.

Yours very truly,

  
PETER C.K. ENWALL

PCKE/rtw  
Enclosures

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99FEB-3 PM 2:40

Restated  
Articles  
2/3/99  
SF

LAW OFFICES  
**PETER C.K. ENWALL, P.A.**  
POST OFFICE BOX 7117  
GAINESVILLE, FLORIDA 32605

MERIDIEN CENTRE  
2790 NW 43RD STREET, SUITE 200

TELEPHONE (352) 376-6163  
FACSIMILE (352) 373-7347

January 27, 1999

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

**Re: Cris Collinsworth Foundation, Inc.**

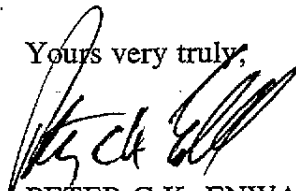
To Whom It May Concern:

On Tuesday, January 26, 1999, we mailed to your office the original Restated Articles of Incorporation for the Cris Collinsworth Foundation, Inc., together with my check in the amount of \$35.00, with the request that you record these and return them to me.

We inadvertently omitted from yesterdays transmittal a copy of the Articles of Amendment pertaining to the amendments set forth in the Restated Articles of Incorporation. I am still in possession of the original, because I am not sure that both documents would be routed to the same person. However, the original Articles of Amendment can be provided to you by Federal Express if you deem it necessary.

Would you be so kind as to now record the Restated Articles and return a date/timed stamped copy to me. Thank you for your cooperation.

Yours very truly,



PETER C.K. ENWALL

RECEIVED  
JAN 29 1999  
DIVISION OF CORPORATIONS  
PCKE/rtw

LAW OFFICES  
**PETER C.K. ENWALL, P.A.**  
POST OFFICE BOX 7117  
GAINESVILLE, FLORIDA 32605

MERIDIEN CENTRE  
2790 NW 43RD STREET, SUITE 200

TELEPHONE (352) 376-6163  
FACSIMILE (352) 373-7347

February 2, 1999

Susan Payne  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
PERSONAL AND CONFIDENTIAL

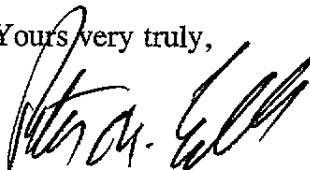
**Re: Cris Collinsworth Foundation, Inc.**

Dear Ms. Payne:

Pursuant to your telephone conversation with my office on February 2, 1999, attached please find the Articles of Amendment Pertaining to Amendments Set Forth in Restated Articles of Incorporation for Cris Collinsworth Foundation, Inc.

Would you be so kind as to now record the Restated Articles and return a date/timed stamped copy to me. Thank you for your assistance in this matter.

Yours very truly,



PETER C.K. ENWALL

PCKE/rtw  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 FEB -3 PM 2:40

**RESTATED ARTICLES OF INCORPORATION FOR  
CRIS COLLINSWORTH FOUNDATION, INC.**

**ARTICLE I**

Name.

The name of the corporation is: Cris Collinsworth Foundation, Inc.

**ARTICLE II**

Principal place of business and mailing address.

The principal place of business of the corporation is 4300 S.W. 13th Street, Gainesville, FL, 32608, or such other address as designated in the Annual Report.

**ARTICLE III**

Duration.

The corporation shall have perpetual existence.

**ARTICLE IV**

Purpose.

The purpose for which the corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law. The purpose of the corporation shall be to promote the advancement of mental health through Meridian Behavioral Healthcare, Inc., and its objectives, and to such end, to take and hold, either absolutely or in trust, for the furtherance of said purpose, funds and property of all kinds, subject only to any limitation or condition imposed by law or the instrument under which received.

To this end, the Corporation is empowered to perform all acts authorized by law; provided, however, the corporation shall not engage in any activity that is not permitted by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code

of 1986, or any corresponding future provision of the Revenue Code, and the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office. No part of the net earnings of this Corporation shall inure to the benefit of any member or private individual, and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

#### ARTICLE V.

##### Membership.

The qualifications for membership in the corporation shall be as provided in the Bylaws of the Corporation.

#### ARTICLE VI.

##### Number and manner of election of directors.

The number of directors and the manner in which the directors are elected shall be set forth in the Bylaws of the corporation.

#### ARTICLE VII.

##### Offices and manner of election of officers.

The offices of the corporation and the manner in which the officers are elected shall be set forth in the Bylaws of the corporation.

#### ARTICLE VIII.

##### Bylaws.

The Bylaws of the corporation may be altered or amended from time to time upon the vote of a majority of the Board of Directors present at any regular meeting of the Board, or otherwise in accordance with the Bylaws of the Corporation.

RESTATED ARTICLES OF INCORPORATION FOR  
CRIS COLLINSWORTH FOUNDATION, INC.

Page 3

ARTICLE IX.

Registered agent and street address.

The name and the street address of the registered agent is: Dr. Douglas L. Starr, 4300 S.W. 13th Street, Gainesville, FL, 32608, and the acceptance of the duties of registered agent by said individual are attached hereto.

ARTICLE X.

Right to indemnification.

To the extent permitted by the law of Florida, the corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that person or was acting as a director, officer, or employee of the Corporation. Indemnification shall be against all expenses, including without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, and fines reasonably and actually incurred by the person in settlement of any action, suit, or proceedings provided that the Board of Directors shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

ARTICLE XI.

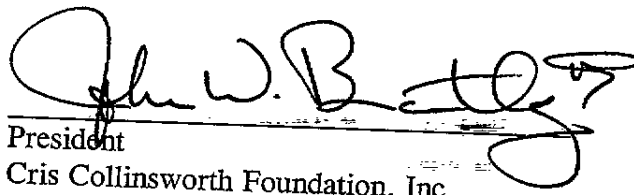
Distribution on dissolution.

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inured to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder,

RESTATED ARTICLES OF INCORPORATION FOR  
CRIS COLLINSWORTH FOUNDATION, INC.  
Page 4


member, or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation, or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or other entities of the type which qualify for federal income tax exemption under Section 501 (c) of the Internal Revenue Code of 1986, or subsequent amendments.

Restated after due notice to all Board Members, at the Regular Meeting of the Board of Directors held at 4300 S.W. 13th Street, Gainesville, FL, 32608, on November 13, 1997.

  
President  
Cris Collinsworth Foundation, Inc.

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, DOUGLAS L. STARR, whose address is: 4300 S.W. 13th Street, Gainesville, FL, 32608, does hereby consent to appointment as Registered Agent of the above corporation.

  
DOUGLAS L. STARR  
Registered Agent

**ARTICLES OF AMENDMENT**  
**PERTAINING TO AMENDMENTS SET FORTH**  
**IN RESTATED ARTICLES OF INCORPORATION FOR**  
**CRIS COLLINSWORTH FOUNDATION, INC.**

WHEREAS, the Board of Directors of the Corporation also constitutes the membership of the Corporation; and

WHEREAS, the Articles of Incorporation require that said Articles may be amended at any annual meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members of the Board of Directors in attendance, a quorum as fixed in the Bylaws being present; and

WHEREAS, written notice of a special meeting of the Board of Directors was delivered to each member of the Board, said notice indicating that the attached Restated Articles of Incorporation would be considered at said meeting; and

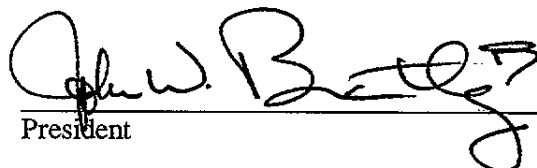
WHEREAS, these Articles were adopted by in excess of a two-thirds vote of the members of the Board of Directors in attendance; and

WHEREAS, it is the desire and intent of the members of the Board to adopt the Restated Articles of Incorporation and all amendments contained therein, as indicated in the attached Restated Articles, which are incorporated herein by reference.

BE IT RESOLVED as follows:

The Restated Articles of Incorporation, duly attached hereto and incorporated herein by reference, are hereby adopted and shall upon their filing with the office of the Secretary of State, constitute the true and correct Articles of Incorporation of the corporation.

DULY ADOPTED by in excess of a two-thirds vote of the members of the Board of Directors in attendance at the special meeting called for such purposes on the 21<sup>ST</sup> day of January, 1998, in Gainesville, Florida, at the principal place of business of the corporation.

  
\_\_\_\_\_  
President