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# ARTICLES OF INCORPORATION OF

SECRETARY OF STATE FALLAHASSEE. FLORIDA

TURN ABOUT, INC. OF TALLAHASSEE

#### A FLORIDA NONPROFIT CORPORATION

#### ARTICLE I: NAME

The name of the Not for Profit Corporation is Turn About, Inc. of Tallahassee.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 2771 Miccosukee

Road, Tallahassee, Florida 32308.

#### ARTICLE III: PURPOSE

The Corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any amendments, which shall include providing and operating for the advancement of drug education, drug rehabilitation, counseling, and victim assistance for elementary school, middle school, high school, and college age children and young adults, and their families, assisting the community with drug abuse prevention, providing identification, intervention, and advocacy services to school children and their families in response to abuse, molestation, bullying, or neglect, and providing training for individuals, professionals, and organizations who desire to establish or improve their own drug rehabilitation and counseling efforts.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or

intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV: ELECTION OF CORPORATE DIRECTORS AND OFFICERS

The Directors of the Corporation and Officers of the Board of Directors shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event shall the number of Directors be fewer than three.

ARTICLE V: DURATION

The duration of the Corporation shall be perpetual.

**ARTICLE VI: POWERS** 

The powers of the Corporation shall be articulated in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended: No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable salary for services provided by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.

ARTICLE VII: MEETINGS

The Directors of the Corporation may participate in regular or special meetings by, or conduct the meetings through, the use of any means of communication which allows all Directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the

Directors may take actions through written or e-mail communications provided all board members agree.

#### ARTICLE VIII. INCORPORATORS

The names and addresses of the Incorporators are: Kenneth R. Wasson, M.D., 133 Oak Street, #19, Tallahassee, Florida 32301; Jack Diestelhorst, 2701 Everett Lane, Tallahassee, Florida 32312; James S. Alves, 123 South Calhoun Street, Tallahassee, FL 32301; Charles I. Breckenridge, 6652 Landover Circle, Tallahassee, Florida 32311; Donna Callaway, 3031 Lakeshore Drive, Tallahassee, Florida 32312; Joan W. Cassels, 440 Audubon Drive, Tallahassee, Florida 32312; Leon H. Cassels, C.P.A., 440 Audubon Drive, Tallahassee, Florida 32312; Guy Cornwell, 6242 Grenville Road, Tallahassee, Florida 32309; Evan E. Dussia, II, M.D., 1911 Miccosukee Road, Tallahassee, Florida 32312; Lois Friedman, 6320 Velda Dairy Road, Tallahassee, Florida 32308; Jimmy Judkins, 2011 Middlewood Drive, Tallahassee, Florida 32312; Chuck Manning, M.D., 1831 Ox Bottom Road, Tallahassee, Florida 32312; Martha Ray, 181 Meridianna Drive, Tallahassee, Florida 32312; and Mary Beth Seay, M.D., 2412 Winthrop Road, Tallahassee, Florida 32312.

#### ARTICLE IX: REGISTERED AGENT AND OFFICE

The name and address of this corporation's registered agent is James S. Alves, 123 South Calhoun Street, Tallahassee, Florida 32301

#### ARTICLE X: DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt

purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

#### ARTICLE XI: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes 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 proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

Amendments may be adopted by the vote of two-thirds (2/3) of the quorum of members of the corporation.

#### CERTIFICATION OF ADOPTION

I, the undersigned, being the President of the Board of Directors of this

Corporation, in furtherance of restating the Articles of Incorporation of this nonprofit

charitable corporation under the Laws of Florida, confirm that the members of the

Corporation adopted these restated articles of incorporation, including amendments, by a

sufficient majority vote on December 8, 2003.

Kenneth R. Wasson, M.D. President, Board of Directors Turn About, Inc. of Tallahassee

## I HEREBY accept designation of Registered Agent for Service of Process for

Turn About, Inc., of Tallahassee