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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DAVID LAWRENCE MENTAL HEALTH CENTER, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DAVID LAWRENCE MENTAL HEALTH CENTER, INC.
(A Corporation Not-For-Profit)**

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TALLAHASSEE, FLORIDA

The Board of Directors of David Lawrence Mental Health Center, Inc. (the "Corporation") has unanimously approved the following Amended and Restated Articles of Incorporation and all members unanimously approved same at a meeting held on October 14, 2015.

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is DAVID LAWRENCE MENTAL HEALTH CENTER, INC. The principal office or mailing address of the Corporation is 6075 Bathey Lane, Naples, Collier County, Florida 34116.

**ARTICLE II
PURPOSE**

(A) The Corporation is organized and shall at all times be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, the Corporation is organized:

(1) For the purpose of establishing and operating a mental health and substance abuse center; and

(2) To do any and all things necessary or incident to the foregoing.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida on not-for-profit corporations.

(B) Notwithstanding anything contained in these Articles to the contrary, in carrying out the purposes of the Corporation, all rights and powers shall be limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's trustees, 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 this Article II hereof. No substantial part of the activities of the Corporation shall be the

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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 or in opposition to any candidate for public office.

(2) The Corporation shall not engage in or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code contributions to which are deductible as an organization described in Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) and which is described in Section 509(a)(1), (2) or (3) of the Code and these Articles shall be construed accordingly and all powers and activities shall be limited accordingly.

(C) In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the Corporation or which would subject the Corporation to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE III MEMBERS

The Corporation shall have no members and all authority for management of the affairs of the Corporation shall be vested in the Board of Directors as herein provided, and their successors in office.

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**ARTICLE IV
DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation and the manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

**ARTICLE V
REGISTERED AGENT**

The name and address of the registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

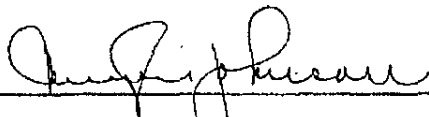
**ARTICLE VI
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE VII
DISTRIBUTION UPON DISSOLUTION**

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article II hereof in such manner and amount to such qualified organizations as the directors shall determine. An organization is a "qualified organization" only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Effective this 14th day of October, 2015.

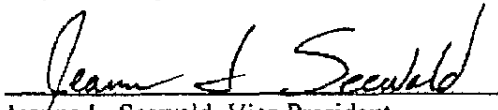
By: 
Name: Douglas Johnson, Ph.D.
Title: Chairman

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**DAVID LAWRENCE MENTAL HEALTH CENTER, INC.
CHANGE AND ACCEPTANCE OF REGISTERED AGENT**

The Corporation hereby changes the name and address of its current registered agent, Scott Burgess, 6075 Bathey Lane, Naples, Florida 34116, to HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, as the registered agent of the not-for-profit corporation, and HL Statutory Agent, Inc. hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By its authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided under Florida law.

HL STATUTORY AGENT, INC.,
Registered Agent

By: 
Jeanne L. Seewald, Vice President

Date: February 8, 2016