

Bourgeois, Dresser & White
C O U N S E L L O R S A T L A W

FIE

BENNETT C. WILSON 1928-1988

ROY A. BOURGEOIS
GEORGE L. DRESSER
ROBERT S. WHITE
NADIA R. TOTINO BEARD
JOSEPH M. APPEL

FOOOOOOOO739

FOUR DIX STREET
WORCESTER, MASSACHUSETTS 01609
TELEPHONE 508-798-8801
TELECOPIER 508-754-1943

February 8, 2000

Nadia Beard

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Brenda

AUTHORIZATION BY PHONE TO

REQUEST

FEI #

DATE

2/9/00

LOC EXAM

elf

00 FEB -9 PM 3:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Re: Registration of AdCare Recovery Services, Inc., a Massachusetts corporation

read 2/9/00

Dear Brenda:

As we discussed on the phone this morning, I represent AdCare Recovery Services, a Massachusetts corporation seeking authorization to transact business in Florida. As such, I enclose the following documents:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Authenticated "Certificate of Legal Existence" from Commonwealth of Massachusetts;
4. Check in the amount of \$87.50, to pay for the filing fee, certificate of status, and certified copy of the Application.

Please return to me at the above address via Federal Express overnight mail, morning delivery, the certificate of status and certified copy. I have enclosed a Federal Express air bill with my firm's account number for your convenience. As we discussed, I need these documents by this Thursday, February 10, 2000, and your prompt attention to this matter is very greatly appreciated. Do not hesitate to call me if you have any questions.

Name	<i>Just 2/9/00</i>
Availability	<i>Just</i>
Document Examiner	<i>Just</i>
Updater	
Reviewer	
Verifier	
FADOCS/adcarers/adcarers 010	
Admin. Web Site	
A. P. Verifier	

Very truly yours,

FGCP
meat

Nadia R. Totino Beard

800003129448-3
02/09/00-01057-001
*****87.50 *****87.50

FILING 35
COPY 17.50
AGENT 35
TOTAL 87.50
BALANCE DUE \$

Just 2/10

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: Adcare Recovery Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Nadia Totino Beard, Esquire

(Name of Person)

BOURGEOIS, DRESSER and WHITE

(Firm/Company)

Four Dix Street

(Address)

Worcester, MA 01609

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Nadia Totino Beard

(Name of Person)

at (508) 798-8801

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- ✓ 1. Adcare Recovery Services, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- ✓ 2. Massachusetts 3. 04-3051653
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 1, 1989 5. "perpetual"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- ✓ 6. "upon qualification"
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification".)
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 107 Lincoln Street, Worcester, MA 01605
(Principal office address)
- b. 107 Lincoln Street, Worcester, MA 01605
(Current mailing address)
8. See Attachment "A"
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Amy B. Smith Special Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David W. Hillis

Address: 507 Browning Lane

Worcester, MA 01609

Director

~~Vice Chairman~~ David Navin

Address: 106 Farnsworth Avenue

Athol, MA 01331

Director: Steven K. Valle

Address: 11 Nahant Street

Marblehead, MA 01945

Director: Lois Scott

Address: 32 Airport Drive

North Grafton, MA 01536

B. OFFICERS

President: Steven K. Valle

Address: 11 Nahant Street

Marblehead, MA 01945

Vice President: _____

Address: _____

Secretary: Lois Scott

Address: 32 Airport Road


North Grafton, MA 01536

Treasurer: David Navin

Address: 106 Farnsworth Avenue

Athol, MA 01331

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Navin, Treasurer
(Typed or printed name and capacity of person signing application)

ATTACHMENT "A"

To engage in all aspects of the diagnosis, treatment, counselling, aftercare and related activities directed toward individuals and families affected by substance abuse and other forms of addictive behavior.

To purchase, lease, exchange or otherwise acquire, hold, store, sell, encumber or otherwise deal in or with any real or personal property or any rights or privileges which the corporation may consider necessary or convenient for the purpose of its business.

To apply for, purchase or otherwise acquire, and to grant licenses for the use of, to sell, assign or otherwise deal in and use, patents, patent rights, privileges, licences, trademarks, trade names, devices and improved or secret processes of every sort and description necessary and incidental to the foregoing purposes.

To acquire by purchase, lease, exchange or otherwise the whole or any part of the goodwill, patents, trade names, rights, licenses, business and property of any person or persons, firm, association or corporation heretofore or hereafter engaged in any business which this corporation is authorized to carry on, and to pay for the same in cash or in stock or other securities of this corporation or otherwise, and to hold and in any manner dispose of the whole or any part of the property so acquired, and to conduct in any lawful manner the whole or any part of the business or businesses so acquired.

To purchase or otherwise receive, hold, sell and otherwise deal in or with all or any part of the capital stock of any class, bonds, notes, debentures or other securities of any corporation, including this corporation, association, government, state, municipality or other organization.

To do any and all other acts and things and to exercise any and all other powers which a partnership or a natural person could do and exercise which now or hereafter may be authorized by the law governing business corporations in furtherance of these purposes.

To carry on any business herein described either for its own account or as agent, broker or otherwise.

To purchase, lease, construct or otherwise acquire, and to hold, own, use, maintain, lease, manage and operate plants, buildings, mills, factories, warehouses, shops and other structures and facilities of every kind, nature and description, used or useful in the conduct of its business and, in general, to do everything necessary, suitable, convenient or proper in regard to any of the foregoing or incidental thereto, or which at any time shall appear conducive or expedient for the protection or benefit of the corporation, either as a holder of an interest in real or personal property or otherwise.

To organize, or cause to be organized, under the laws of the Commonwealth of Massachusetts or of any other jurisdiction, corporations, associations, partnerships, limited partnerships, ventures or other entities for the purpose of accomplishing any or all of the purposes for which the corporation is organized; to become a stockholder, partner, limited partner or other participant in any such corporation, association, partnership or other entity; and to dissolve, wind up, liquidate, merge or consolidate any such corporation, association, partnership or other entity or cause the same to be sol dissolved, wound up, liquidated, merged or consolidated.

To provide capital for, to participate in and arrange the financing of the business of, and to enter into cooperative financial arrangements with or on behalf of, any such corporation, association, partnership, limited partnership, venture or other entity, and any other corporation, association, partnership, limited partnership, venture or other entity which may be or become affiliated with the corporation.

To provide management services of all kinds for any corporation, association, partnership, limited partnership, venture or other entity.

To engage in any business or transaction permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the General Laws, whether or not related to any purpose or business described above.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

February 4, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -9 PM 3:39

To Whom It May Concern :

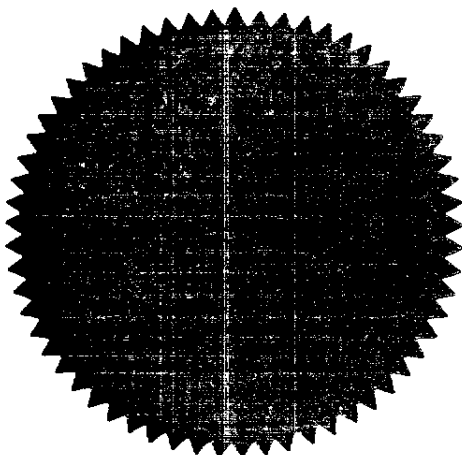
I hereby certify that,

ADCARE RECOVERY SERVICES, INC.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **May 1, 1989**.

I also certify that so far as appears of record here, said corporation still has legal existence.

*



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

