

Florida Department of State

Division of Corporations
Public Access System

Electronic Filing Cover Sheet

W6000083547

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000211610 3)))



H060002116103ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : BEGGS & LANE
Account Number : I20020000155
Phone : (850)432-2451
Fax Number : (850)469-3331

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG 23 AM 9:44

#49-44647

RECEIVED

06 AUG 23 PM 12:03

DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Behavioral Health Solutions, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

Help

((H06000211610 3)))

ARTICLES OF ORGANIZATION OF BEHAVIORAL HEALTH SOLUTIONS, LLC

The undersigned, organizer to these Articles of Organization, being a natural person competent to contract, does hereby make, subscribe, acknowledge, and file these Articles for the purpose of becoming a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME AND LOCATION

The name of the company shall be Behavioral Health Solutions, LLC. The principal office of the company shall be located at 1221 W. Lakeview Avenue, Pensacola, Florida, or such other place as may from time to time be designated by the Managers.

ARTICLE II. PURPOSES

The company is organized and shall be operated exclusively for charitable, scientific or educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended. In furtherance of such purpose, the company may:

(a) Promote and support, by operational programs or by donation, loan, investment or disposition of funds for the use and benefit and in furtherance of the interests, purposes and missions of Lakeview Center, Inc., which corporation provides comprehensive treatment, training, education, or research in the area of mental health, substance abuse and vocational services during such period as Lakeview Center, Inc., shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) Raise funds for any or all of the organizations that further the purposes and missions of Lakeview Center, Inc., from the public and from all other sources available; and receive, maintain and administer such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the company's property.

(d) Do and perform all acts reasonably necessary to accomplish the purposes of the company.

(e) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes, except that the company may not create or acquire wholly owned or controlled subsidiary entities without the express approval of the sole corporate member.

(f) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these provisions.

((H06000211610 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG 23 AM 9:44

(((H06000211610 3)))

(g) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code in the course of which operation:

- (i) No part of the net earnings of the company shall inure to the benefit of, or be distributable to, its members, managers, officers, or other persons, except that the company 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 herein.
- (ii) No substantial part of the activities of the company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.
- (iii) Notwithstanding any other provisions of these Articles, the company shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by an entity, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III. SOLE MEMBER/ ORGANIZER

The company shall have a sole member, namely Lakeview Center, Inc., a Florida not-for-profit company as described in Section 501(c)(3) of the Internal Revenue Code. The sole member shall have such rights and powers provided voting members from time to time by the Florida Limited Liability Company Act and such duties and responsibilities as are provided in the operating agreement of the company.

Gary Bemby, whose address is 1221 W. Lakeview Avenue, Pensacola, Florida 32501 is the organizer of the company.

ARTICLE IV. TERM

The company shall have perpetual existence.

ARTICLE V. OFFICERS

The affairs of the company shall be managed by a Chairperson, a Vice Chairperson, a President, a Secretary, a Treasurer, and such other officers as shall be designated by the

(((H06000211610 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG 23 AM 9:45

(((H06000211610 3)))

Managers. Officers shall be elected at the annual meeting or at such times as vacancies shall occur.

ARTICLE VI. PRESENT OFFICERS

The present officers of the company, who shall serve until the first election hereunder, are as follows:

Chairperson: H. Britt Landrum
Vice Chairperson: Michael D. Durham
President: Gary Bemby
Secretary: Melba Powell
Treasurer: Allison Hill

ARTICLE VII. MANAGERS

The Managers of the company shall consist of not less than seven (7) nor more than fifteen (15) persons, who shall be elected by the sole member. The initial Managers of the company, who shall serve until new Managers are elected by the sole member, shall consist of the following persons:

Terms expire March 2007

Vince Currie
Deborah Ford
Michael D. Durhan
Jarl T. "JT" Young
Nancy Newland

Terms expire March 2008

Nelson Bradshaw
Dale Jordan
H. Britt Landrum, Jr.
Hunter Walker

Terms expire March 2009

Charles Beall, Jr.
Joseph G. Buehler
William Hugh Hamilton III
A. Stubblefield
Michael Killam

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG 23 AM 9:45

ARTICLE VIII. OPERATING AGREEMENT

The operating agreement of the company may be made, altered or rescinded by the affirmative vote of two-thirds (2/3) of the Managers present at any meeting of the Managers of the company at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting, and provided further that the sole member shall approve such action before it may become effective.

ARTICLE IX. AMENDMENTS TO ARTICLES

Amendments to these articles of organization may be proposed by the sole member or one or more of the Managers, and shall be adopted by the affirmative vote of two-thirds (2/3) of the Managers present at any meeting of the Managers of the company at which a quorum is present, provided that a brief description of the proposed amendment (s) shall have been published in or with the notice of the meeting, and provided further that the sole member shall approve such

(((H06000211610 3)))

amendment (s) before the same may become effective.

ARTICLE X. DISSOLUTION

In the event of the dissolution of the company, the Managers of the company, after paying or making provision for the payment of all of the liabilities of the company, shall dispose of all of the assets of the company to Lakeview Center, Inc., if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, otherwise in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes in the general area of Escambia County, Florida, as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Managers of the company shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the company 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 purpose.

IN WITNESS WHEREOF, the undersigned, as authorized representative, has executed the foregoing Articles of Organization on this 22nd day of August, 2006.

BEHAVIORAL HEALTH SOLUTION
LLC

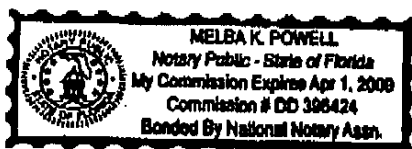
BY: Gary Z. Bembry
Its Organizer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG 23 PM 9:45

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber, duly commissioned, qualified and acting as Notary Public, in and for said State and County, personally appeared Gary Bembry, known to me to be the individual described by said name who executed the foregoing instrument, and to be the organizer and the president of Behavioral Health Solutions, LLC, a Florida limited liability company, and acknowledged and declared that he as organizer and president of said company, and being duly authorized by it, signed his name and affixed his seal to and executed the said instrument for it and as its act and deed.

GIVEN under my hand and official seal this 22nd day of August, 2006.



Melba K. Powell
Notary Public
My commission expires: _____

((H06000211610 3)))

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Behavioral Health Solutions, LLC, a Florida limited liability company organized on or about August 23, 2006,, under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at 1221 West Lakeview Avenue, Pensacola, Florida, has named J. Nixon Daniel, III, located at 501 Commendancia Street, Pensacola, Florida, as its registered agent to accept service of process within this state.

BEHAVIORAL HEALTH SOLUTIONS, LLC

By: [Signature]
Its: President/CEO

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

[Signature]
J. Nixon Daniel, III
Registered Agent.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 AUG 23 AM 9:45

((H06000211610 3)))