

3/18/2021

Division of Corporations

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**L21000116180**

Florida Department of State  
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**FLORIDA LIMITED LIABILITY CO.  
DLFMH LLC**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**DLFMH LLC**

Under Section 605.0201 of the Florida Revised Limited Liability Company Act

**ARTICLE I**  
**Name**

The name of the limited liability company is: DLFMH LLC.

**ARTICLE II**  
**Addresses**

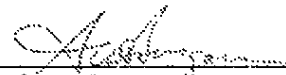
The mailing and street addresses of the principal office of the limited liability company is:  
6075 Bathey Lane, Naples, FL 34116.

**ARTICLE III**  
**Registered Agent**

The registered agent of the limited liability company upon whom process against it may be served is the David Lawrence Mental Health Center, Inc., 6075 Bathey Lane, Naples, FL 34116. The address within this state to which the registered agent shall mail a copy of any process against the limited liability company served upon it is: 6075 Bathey Lane, Naples, FL 34116, Attention: Chief Executive Officer, David Lawrence Mental Health Center, Inc.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605 of the Florida Revised Limited Liability Company Act.*

By: DAVID LAWRENCE MENTAL HEALTH CENTER, INC.

By:   
Name: Scott Burgess  
Title: Chief Executive Officer

**ARTICLE IV**  
**Purpose**

The Company is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

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1986, as amended from time to time ("Code"). In particular, the purpose of the Company shall be to promote and support the charitable purposes and activities of its sole member, the David Lawrence Mental Health Center, Inc. (the "Member"). It shall receive and hold assets in constructive trust for the benefit of the Member, and distribute assets to the Member. The property of the Company is irrevocably dedicated to such charitable purposes and no part of the net income or assets of the Company shall ever inure to the benefit of any director, manager, officer or private person for other than a charitable purpose. The Company shall not engage in any business other than such other activities directly related to and in furtherance of the forgoing activities.

#### **ARTICLE V**

##### **Powers and Limitations on Powers**

In furtherance of its organizational purposes, the Company shall have all the general powers enumerated in the Florida Limited Liability Company Act as now in effect or as may hereafter be amended, including the power to solicit, receive, and administer contributions for such purposes, provided that any such power, either express or implied, shall be limited to those that might be carried on by (a) an organization exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding provision of any subsequent tax law, or (b) an organization contributions to which are deductible under Sections 170, 2055 and 2522 of the Code, or the corresponding provision of any subsequent federal tax law.

Subject to the limitations set forth in these Articles of Organization and the Company's Limited Liability Agreement, the Company shall have the power to make any payments or distributions, or otherwise carry on any activities, pursuant to its Purposes, provided that the Company shall not have power or authority to take any action that would cause the Member to fail to qualify as an organization described in clauses (a) and (b) of the preceding paragraph.

#### **ARTICLE VI**

##### **Dissolution**

Upon dissolution of the Company, the Member shall, after paying or making provision for payment of the liabilities of the Company, cause all of the assets of the Company to be distributed to the Member, provided that it is an organization then qualified as exempt pursuant to Code Section 501(c)(3) or the corresponding provision of a successor statute. If it is not so qualified, then the Member shall designate another organization then qualified as exempt pursuant to Code Section 501(c)(3) or corresponding provision of a successor statute fulfilling a similar charitable purpose of providing life-saving and life-changing behavioral health care through education, prevention, intervention, and treatment available to all in Naples, Collier County, and the surrounding area to which the assets shall be distributed. In no event shall any of such assets or property be distributed to any person or organization for other than a charitable purpose.

#### **ARTICLE VII**

##### **Amendments**

Any amendments to these Articles of Organization shall be consistent with Code Section 501(c)(3) or successor statute. The method for amending these Articles shall be set forth in the Limited Liability Agreement of the Company.

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DAVID LAWRENCE MENTAL HEALTH  
CENTER, INC.

By: 

Name: Scott Burgess

Title: Authorized Representative

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# ARTICLES OF ORGANIZATION

OF

**DLFMH LLC**

Under Section 605.0201 of the Florida Revised Limited Liability Company Act

Filed by:     Howard B. Jacobson  
              c/o Akin Gump Strauss Hauer & Feld, LLP  
              2001 K Street, NW  
              Washington DC 20006

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