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TO: Registration Section
Division of Corporations

SUBJECT: LIVE OAK BEHAVIORAL HEALTH MANAGEMENT SERVICES, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kevin A. Forsthoefel, Esq.

Name of Person

Ausley & McMullen, P.A.

Firm/Company

123 S CALHOUN ST

Address

Tallahassee, FL 32301

City/State and Zip Code

manderson@ausley.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MAURA ANDERSON

850

425-5350

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

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(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LIVE OAK BEHAVIORAL HEALTH MANAGEMENT SERVICES, LLC
Document Number L21000498903**

Pursuant to the provisions of Chapter 605, Florida Statutes, the **LIVE OAK BEHAVIORAL HEALTH MANAGEMENT SERVICES, LLC**, a Florida limited liability company (the **Company**), hereby amends and restates the Company's Articles of Incorporation. These Articles shall be effective when they are filed with the Florida Department of State and shall supersede all previous articles of incorporation and amendments.

**Article 1.
Name and Principal Office**

The name of this Company shall be **Live Oak Behavioral Health Management Services, LLC**. The street address of the place of business in Florida is:

2634 Capital Circle NE
Building J
Tallahassee, Florida 32308

**Article 2.
Commencement of Existence and Term**

The Company's existence began on November 19, 2021, when the Company was incorporated. The Company shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**Article 3.
Company Purposes**

The Company is organized pursuant to Chapter 605, Florida Statutes, exclusively for exempt purposes under I.R.C. Section 501(c)(3) and shall be operated exclusively for the benefit of and to further the exempt purposes of its Members named in Article 3 below. The Company may not carry on any activities not permitted to be carried on by an organization described in I.R.C. Section 501(c)(3). The Company shall be formed and operated to further the exempt purposes of its Members by improving the delivery of behavioral healthcare services in North Florida.

**Article 4.
Powers and Restrictions on Activities**

The Company shall have and exercise all powers accorded not-for-profit companies under the laws of the State of Florida that are not in conflict with the Company's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the

Company shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 in Article 3 above. No substantial part of the activities of the Company shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Company shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made.

**Article 5.
Registered Agent and Registered Office**

The name and street address of the Company's registered agent in Florida are:

Jay Reeve
2634 Capital Circle NE
Building J
Tallahassee, Florida 32308

Having been named as registered agent to accept service of process for the above-named company at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Jay Reeve, Registered Agent

**Article 6.
Management**

The powers of the Company shall be exercised by or under the authority of and the affairs of the Company shall be managed under the direction of a Board of Managers (the **Board** or **Board of Managers**) as set forth in the Company's Operating Agreement.

**Article 7.
Members**

The Members of the Company are organizations exempt from federal income tax described in I.R.C. Section 501(c)(3). If any Member's status as an entity exempt from federal income tax described in I.R.C. Section 501(c)(3) is terminated or revoked for any reason whatsoever, such Member's interest in the Company shall be automatically terminated and the Company shall be dissolved. In such case, such terminated Member shall not be entitled

to receive any payment or consideration in exchange for its Membership interest. Notwithstanding the forgoing, to the extent permitted by I.R.C. Section 501(c)(3), the Company may repay any outstanding loans and advances owed by the Company to the terminated Member at the time of such termination.

Article 8. Operating Agreement

The Operating Agreement of the Company was initially adopted by the initial Board of Member on November 12, 2021 and amended thereafter by the Board of Members pursuant to the terms of the Operating Agreement on June 22, 2022. Any article or section of the Operating Agreement may be adopted, amended or repealed, pursuant to the terms of the Operating Agreement, as amended.

Article 9. Amendment

These Articles may be amended at any time by a writing signed by the Company and all the Members after unanimous approval by the Board of Managers. Any amendment (or purported amendment) to the Company's Articles of Organization that is inconsistent or conflicts with I.R.C. Section 501(c)(3) or which would result in the revocation of the status of the Company's (or any Member's) status as an organization described in I.R.C. Section 501(c)(3) shall automatically be void and of no effect, and shall not be enforceable.

Article 10. Dissolution

Upon the dissolution of the Company, the Company shall, by and through its Board of Managers, wind up the affairs of the Company and liquidate and distribute its assets in the manner provided for by a written plan of dissolution and liquidation adopted by the Board of Managers. If no such plan is adopted due to the inability of the Board of Managers to agree to and approve the same, the assets of the Company shall be distributed as follows:

(A) First, to the costs of dissolution and, if applicable, liquidation, and the payment and satisfaction of all of the just debts and liabilities of the Company (with the obligations owed to third party creditors to have priority over obligations owed to the Members).

(B) Second, to the Members (but not to any transferee or attempted or purported transferee of any Member's membership interest) in accordance with their percentages of ownership as of the date of dissolution.

(C) Third, in the event that there are no remaining Members able to receive (or willing to accept) any such distributions, to other organizations which qualify as organizations described in I.R.C. Section 501(c)(3). An organization shall be deemed to be "qualified" organization for the purpose of this Article 10 only if, at the time of the

distribution of such assets, it is operated exclusively for one (1) or more of the purposes described in I.R.C. Section 501(c)(3) and its status as an exempt organization has been recognized by the Internal Revenue Service.

**Article 11.
Supersede**

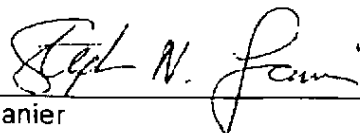
These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Company and all amendments thereto.

Certification


The foregoing Amended and Restated Articles of Incorporation reflect amendments to the Company's Articles of Incorporation. Pursuant Chapter 605, Florida Statutes, and in accordance with the Articles of Incorporation of the Company, the Company's members authorized and consented by a unanimous vote of the Board of Managers of the Company (i.e., the current members of the Company's Board) present at a meeting held on August 13, 2024.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 13 day of August, 2024.

**LIVE OAK BEHAVIORAL HEALTH
MANAGEMENT SERVICES, LLC**

By: 
Steve Lanier
Chairperson

Tallahassee Memorial HealthCare, Inc., Member

By: 
G. Mark O'Bryant
Its President & CEO

Apalachee Center, Inc., Member

By: 
Jay A. Reeve, PhD
Its President and CEO

8/13/24