

NO10000002999

J. TOM SMOOT, III, P.A.
Attorney at Law
1533 Hendry Street
Suite 200
Fort Myers, Florida 33901
e-mail address: smootlaw@olsusa.com

Phone: (941) 337-7037

Fax: (941) 332-7825

April 23, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200004082162--8
-04/26/01--01099--007
*****78.75 *****78.75

Re: Incorporation of *Children's Mental Health Services of
Southwest Florida, Inc.*

Dear Sir or Madame:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation (not-for-profit);
2. Original and one copy of the Certificate of Acceptance of Registered Agent;
and
3. Filing fee in the amount of \$78.75.

Please file the original documents and provide me with a certified copy after they have been filed. Thank you for your assistance.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,


Tom Smoot, III

JTSIII/tlg
Enclosures

FILED
01 APR 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 27 2001

9

FILED

01 APR 26 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHILDREN'S MENTAL HEALTH SERVICES
OF SOUTHWEST FLORIDA, INC.**

The undersigned hereby associate themselves to form a corporation not-for-profit under chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE 1 – NAME

The name of the Corporation shall be **CHILDREN'S MENTAL HEALTH SERVICES OF SOUTHWEST FLORIDA, INC.**

ARTICLE II – PURPOSES

The purposes for which the Corporation is organized are:

- (a) To promote availability of child mental health counseling services in Southwest Florida.
- (b) To initiate or participate in administrative, civil or appellate proceedings, to obtain legal representation and to take any and all other related actions as the corporation may deem necessary to accomplish the general objectives herein stated.
- (c) To encourage the goodwill and harmony between private citizens, concerned state and local agencies and the general public necessary to accomplish the stated objectives.
- (d) To solicit and receive funds, gifts, endowments, donations, grants, devises and bequests to be used by the corporation in furtherance of the stated objectives.

(e) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage and which might be properly determined by the Board of Directors.

This corporation is organized exclusively for public purposes as a not-for-profit corporation within the meaning of Section 501(c) of the Internal Revenue Code, 1986, as amended, and its activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure or be for the benefit of any member, director, officer or individual. In addition, the corporation shall be authorized to exercise the powers permitted non-profit corporation under Chapter 617, Florida Statutes; provided, however, that the corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in s. 501(a)(3) of the Internal Revenue Code, 1986, as amended.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c) of the Internal Revenue Code, 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise lobby the Florida Legislature or Congress, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III – POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV – MEMBERS

Members of the Corporation shall consist of:

(a) Individuals serving as Directors of the Corporation; such members shall be voting members of the Corporation.

(b) To become a voting member of the Corporation, an individual shall be elected to be a member of the Board of Directors of the Corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the Corporation until such time as he becomes a director or until such time as a majority of the Board of Directors votes to make the individual a voting member of the Corporation.

(c) In addition to voting members of the Corporation, the Corporation may have advisory members who shall be nonvoting members of the Corporation. All members of the Advisory Board of the Corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the Corporation. Such nonvoting members of the Corporation may be removed as provided in the Bylaws.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI – OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons. The number of directors shall be fixed in the Bylaws of this Corporation. Directors shall be elected as provided in the Bylaws of this Corporation.

The officers of the Corporation shall consist of a President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII – NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Officer</u>
Justin Henderson, RN, MA	President
Stacey Brown, MA, LMHC, NCC, CCBT	Secretary

ARTICLE VIII – FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as director until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Justin Henderson, RN, MA	Post Office Box 60846 Fort Myers, FL 33906
Stacey Brown, MA, LMHC, NCC, CCBT	33 Barkley Cir., Suit C Fort Myers, FL 33907
Omar Rieche, MD	1705 Colonial Blvd., Suite B-1 Fort Myers, FL 33907

ARTICLE IX – BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the Bylaws.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI – DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one (1) or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII – INITIAL REGISTERED OFFICE AND AGENT

The name and address for the initial registered agent of this Corporation shall be:

J. Tom Smoot, III
1533 Hendry Street, Suite 200
Fort Myers, Florida 33901

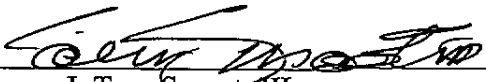
ARTICLE XIV – INCORPORATOR

The following is the name and street address of the incorporator signing these

Articles:

J. Tom Smoot, III
1533 Hendry Street, Suite 200
Fort Myers, Florida 33901

IN WITNESS WHEREOF, I have set my hand and seal this 23rd day of
APRIL, 2001.



J. Tom Smoot, III

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
CHILDREN'S MENTAL HEALTH SERVICES OF SOUTHWEST FLORIDA, INC., I
hereby accept and agree to act in this capacity.



J. Tom Smoot, III

FILED
01 APR 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA