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ATTORNEYS AT LAW

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DAYTONA BEACH, FLORIDA 32114

J. KERMIT COBLE, P.A.
SCOTT E. SIMPSON, P.A.
NOAH C. MCKINNON, JR., P.A. OF COUNSEL

PLEASE REPLY TO:

POST OFFICE DRAWER 9670
DAYTONA BEACH, FLORIDA 32120

DAYTONA (386) 253-0661
DAYTONA FAX (386) 253-9737

Norman 51620

July 2, 2002

Florida Department of State
Division of Corporations
PO Box 6327
409 East Gaines Street
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Articles of Incorporation of THE ACT FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find the following:

- Original executed Articles of Incorporation for THE ACT FOUNDATION, INC.
- Check in the amount of \$78.75 (filing fee, registered agent fee and certified copy fee)

Very truly yours,

Noah C. McKinnon, Jr.
Noah C. McKinnon, Jr., Esquire

NCMcK/wh

Enclosures

[Signature]
7/8

FILED
02 JUL -5 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
THE ACT FOUNDATION, INC.

FILED
02 JUL -5 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation shall be "**THE ACT FOUNDATION, INC.**", and it shall be hereinafter referred to as the "Corporation".

ARTICLE 2. DURATION. The time and date on which corporate existence of the Corporation shall begin is 12:01 a.m., (Eastern Standard Time) on the July 5, 2002, and the corporation shall have continuous and perpetual existence thereafter.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To seek and receive from interested donors planned and/or outright gifts whose earnings can be used to promote and support of the community-based behavioral health care services operated by ACT Corporation.

B. The promotion and support of plant, equipment and operation of the ACT Corporation.

C. To supplement existing Federal, state, and local funding for high quality behavioral health care provided by ACT Corporation.

D. To receive and accept gifts, contributions, donations, devises or bequests of real or personal property;

E. To operate exclusively for “charitable” or “educational” purposes as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder; and

F. To transact any or all other business incidental or necessary to carry out the purposes identified in subparagraphs above which a not-for-profit corporation may be lawfully engaged, in accordance with Chapter 617, Florida Statutes.

ARTICLE 4. MEMBERSHIP OF CORPORATION.

The corporation shall be governed by members, who shall be called Trustees. They shall constitute one class of members. Membership in the Corporation is incidental to service to the non-profit corporation, is personal and is not transferrable and terminates upon resignation, death, or removal in the manner prescribed in and regulated by the By-Laws of the Corporation.

ARTICLE 5. EVIDENCE OF MEMBERSHIP.

The Corporation shall be a non-stock corporation, but membership of the Corporation may be evidenced by a “certificate of membership,” which shall contain the statement, printed predominately upon the face of the certificate, that the Corporation is a corporation not-for-profit.

ARTICLE 6. BOARD OF TRUSTEES.

(a) All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a Board of Trustees of the Corporation.

(b) The Board of Trustees shall consist of nine (9) members. Three (3) Trustees, appointed by the Board of Directors of ACT Corporation, shall be employees, agents or directors of ACT Corporation. One of the members appointed by the Board of Trustees of Act shall be the President/CEO of ACT Corporation. The other two Trustees appointed by the ACT Corporation

shall no longer be eligible to serve if they are no longer employees, agents or directors of ACT Corporation. At the time of election and during tenure as a Trustee, a member of the Board of Trustees shall be a member of the Corporation. The Trustees may authorize one or more honorary Trustee positions. The honorary Trustees would not exercise any control or management of the corporation.

(c) Except as otherwise prescribed in these Articles, provisions related to the qualification for membership, manner of nomination and election of Trustees, term of office, suspension and removal of Trustees, and other matters relating to the election or holding office of Trustee, shall be prescribed in or may be regulated by the By-Laws of the Corporation subject to the provisions of these Articles. However, the initial Board of Trustees shall be appointed by the Board of Directors of the ACT Corporation and the term of office for the initial Board of Trustees shall be staggered three year terms with three Trustees serving one year, three Trustees serving two years and two Trustees serving three years. The ninth member is the President/CEO of ACT Corporation who will always be a Trustee, therefore there is no term limit.

(d) The Trustees shall not be permitted to vote by proxy.

(e) The Trustees may be entitled to reasonable compensation for their services in the manner prescribed in the By-Laws of the Corporation.

ARTICLE 7. RESTRICTIONS ON OPERATIONS.

(a) The Corporation shall operate only in pursuit of the purposes outlined in Article 3 of these Articles.

(b) The Corporation shall neither have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulation, Section 501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Treasury Regulations thereunder as they now exist or they may hereafter be amended.

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(h) The Corporation and its Trustees, officers and employees shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(i) No substantial part of the activities of the Corporation shall be the carrying on

of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.

ARTICLE 8. INDEMNIFICATION OF CORPORATE OFFICERS.

The Corporation shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative (other than either a criminal proceeding or an action by, or in the right of, the Corporation), by reason of the fact that such person is or was a trustee, officer, employee, or agent of the Corporation, against all expenses (including reasonable attorney's fees), judgments, fines or amounts paid in settlement, in accordance with Section 607.014(6), Florida Statutes. The Corporation's duty to indemnify, as prescribed in this Article, may be abated or modified, in whole or in part, by resolution of the Board of Trustees adopted by an affirmative vote of three-fourths (3/4).

ARTICLE 9. TRUSTEES CONFLICT OF INTEREST.

No Trustee shall participate in any negotiations or business, influence other Trustees, or vote on any matter which such Trustee has a financial interest, direct or indirect, or other conflict of interest.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE 10. DISSOLUTION OF CORPORATION.

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the

Corporation to such organization or such organizations organized exclusively for charitable purposes in the community mental health industry with an emphasis on prevention of and treatment of mental illness, substance abuse and juvenile delinquency which shall at that time qualify as : an "exempt organization" or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law) and the regulations promulgated under that section. Any such assets not so disposed of in a timely manner upon dissolution may be disposed of by the Circuit Court, Seventh Judicial Circuit, in and for Volusia County, Florida, to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 11. ADOPTION OF BY-LAWS.

The By-Laws of the Corporation may be adopted or amended by the affirmative vote of two-thirds (2/3) of all the members of the Board of Trustees at the regular meeting of the Corporation, or at a special meeting called for that purposes as provided in the By-Laws. Notice of the meeting to amend the By-Laws shall be by certified mail to each member of the Board of Trustees at least ten (10) days prior to the meeting.

ARTICLE 12 AMENDMENT OF ARTICLES.

The Articles of Incorporation may be amended at the regular meeting of the Board of Directors of the ACT Corporation or by a special meeting called for that purpose by an affirmative vote of two-thirds (2/3) ACT Corporation Board of Directors. Notice of the meeting to amend Articles shall be sent by certified mail to each Board member at least ten (10) days prior to the meeting.


ARTICLE 13. PRINCIPAL OFFICE AND REGISTERED AGENT.

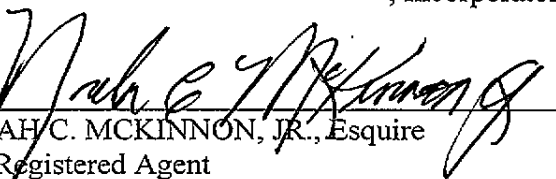
The street address and the mailing address of the principal office of the Corporation shall be

1220 Willis Avenue, Daytona Beach, Florida, 32114. The name and address of the registered agent shall be NOAH C. MCKINNON, JR., Esquire, 595 West Granada Boulevard, Suite A, Ormond Beach, Florida 32174. To signify acceptance of appointment as registered agent, the registered agent named in this Article has signed these Articles pursuant to Section 607.034 of the Florida Statutes.

ARTICLE 14. INCORPORATOR. The name and address of the Incorporator of the Corporation is J. Wayne Dreggors, ACT Corporation, 1220 Willis Avenue, Daytona Beach, Florida 32114.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract under the laws of Florida, by these presents does hereby execute, acknowledge, and cause to be delivered to the Florida Department of State these Articles of Incorporation of the Corporation and request the Department of State to file these Articles, as of the date and time indicated in Article II hereof, in accordance with Chapter 617, Florida Statutes; accordingly, the undersigned Incorporator has executed and subscribed to these Articles in Daytona Beach Florida, this 1st day of July, 2002.


_____, Incorporator

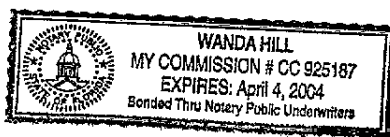


NOAH C. MCKINNON, JR., Esquire
As Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of **THE ACT FOUNDATION, INC.**, was acknowledged before me by Nancy Duggers, as Incorporator, this 1st day of July, 2002.

(Notarial Seal)

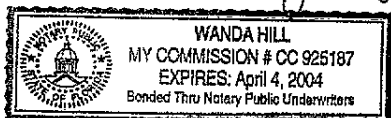


Wanda Hill
Notary Public, State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Acceptance of Designation of Registered Agent of **THE ACT FOUNDATION, INC.**, was acknowledged before me by NOAH C. MCKINNON, JR., as Registered Agent, this 2nd day of July, 2002.

(Notarial Seal)



Wanda Hill
Notary Public, State of Florida
My commission expires:

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

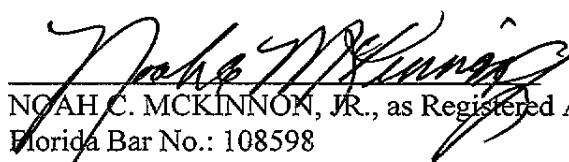
Pursuant to Florida Statute 48.091, the following is submitted in compliance with said Act;

First, **THE ACT FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named NOAH C. MCKINNON, JR., 595 West Granada Boulevard, Suite A, Ormond Beach, Florida 32074, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, 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.

DATED this 2 day of July, 2002.


NOAH C. MCKINNON, JR., as Registered Agent
Florida Bar No.: 108598
595 West Granada Blvd., Suite A
Ormond Beach, FL 32074

FILED
02 JUL -5 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA