

No 3000000149

Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

Southwest Florida Behavioral Health, Inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA BEHAVIORAL HEALTH, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a not for profit corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I.

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is Southwest Florida Behavioral Health, Inc. The principal place of business and mailing address is 6075 Golden Gate Parkway, Naples, Florida 34116.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III.

Purpose and Activities

The Corporation is organized and shall be operated exclusively as an organization described in Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the "Code") or any corresponding provision hereinafter in effect, for the benefit of, to perform the charitable, educational or scientific functions of, and to carry out the charitable, educational or scientific purposes of, the Corporation's members (the class of members being limited to those organizations described in Article IV below) by, in furtherance of the foregoing purpose, making payments to or for the use of the Corporation's members and by entering into contracts for the provision of behavioral healthcare services on behalf of and for the benefit of the Corporation's members.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

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ARTICLE IV.

Members

The Corporation shall have a membership distinct from its board of directors. The qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, and the voting and other rights and privileges of members shall be set forth in the bylaws of the Corporation; provided, however, that the members shall always consist of only those organizations that are behavioral healthcare providers licensed by the State of Florida and registered with the Florida Department of State and which are also publicly-supported organizations described in Sections 509(a)(1) and 509(a)(2) of the Code or any corresponding provision hereafter in effect. The members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

The initial regular members are as follows:

Charlotte Community Mental Health, Inc.
1700 Education Avenue
Punta Gorda, Florida 33950

Lee Mental Health, Inc.
2789 Ortiz Avenue
Fort Myers, Florida 33905

Southwest Florida Addiction Services, Inc.
2101 McGregor Boulevard
Fort Myers, Florida 33901

Hendry Glades Mental Health Clinic, Inc.
601 West Alverde Avenue
Clewiston, Florida 33440

David Lawrence Center
6075 Golden Gate parkway
Naples, Florida 34116

ARTICLE V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 6075 Golden Gate Parkway, Naples, Florida 34116, and the name of its initial registered agent at such address is David Schimmel.

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ARTICLE VI
Directors

The Corporation shall have five (5) directors initially. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

Jerry Ross
Charlotte Community Mental Health, Inc.
1700 Education Avenue
Punta Gorda, Florida 33950

Jan Eustis
Lee Mental Health, Inc.
2789 Ortiz Avenue
Fort Myers, Florida 33905

Kevin Lewis
Southwest Florida Addiction Services, Inc.
2101 McGregor Boulevard
Fort Myers, Florida 33901

Joe Hosick
Hendry Glades Mental health Clinic, Inc.
601 West Alverdez Avenue
Clewiston, Florida 33440

David Schimmel
David Lawrence Center
6075 Golden Gate parkway
Naples, Florida 34116

ARTICLE VII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

David Schimmel
David Lawrence Center
6075 Golden Gate parkway
Naples, Florida 34116

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ARTICLE VIII.

Bylaws

The power to adopt, alter, amends or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX.

Amendment

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

ARTICLE X.

Prohibition

The board of directors shall not engage, participate, or intervene in any activity or transaction which would result in file loss by then Corporation of its status as an exempt organization under Section 501(c)(3) of the Code or any corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE XI.

Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

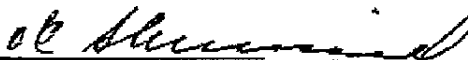
Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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ARTICLE XII.
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of December, 2002.



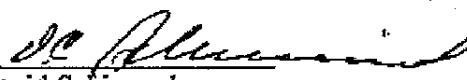
David Schimmel
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 30 day of December, 2002.


David Schimmel
6075 Golden Gate Parkway
Naples, Florida 34116

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