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FLORIDA NON-PROFIT CORPORATION**Pioneer Behavioral Health Network, Inc.**

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**ARTICLES OF INCORPORATION
OF
PIONEER BEHAVIORAL HEALTH NETWORK, INC.
(A Not For Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is "Pioneer Behavioral Health Network, Inc."

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 5707 North 22nd Street, Tampa, FL 33610 and its mailing address is c/o Peace River Center, P.O. Box 1559, Bartow, FL 33831.

**ARTICLE III
PURPOSES / POWERS**

1. Purposes

The purposes for which the Corporation is organized and shall be operated are as follows:

a) This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, among other things, the providing of a range of behavioral health services, including direct patient services and indirect mental health services. Such services shall include emergency, outpatient, partial hospitalization, inpatient, prevention, consultation and education, pre-care and aftercare, and shall be made available to all persons regardless of age, race, sex, creed, voluntary or involuntary status, or ability or inability to pay, within the limits of available resources.

b) This Corporation is organized and shall be operated to support and promote the charitable, scientific and educational activities undertaken by the members of the Corporation.

2. **Powers.** This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617, Florida Statutes, and any future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which the Corporation is organized; provided, however, that any actions taken and activities conducted in furtherance of

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the Corporation's purposes shall not result in the distribution of any part of the income or profit derived therefrom to the Corporation's members.

ARTICLE IV MEMBERSHIP

1. Eligibility and Powers.

a) Regular.

Any person or entity who is an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor statute thereto, or the regulations issued thereunder, or who is an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder shall be eligible for voting membership in the Corporation, subject to unanimous approval by the Board of Directors of the Corporation. An entity shall have one individual designated as its representative for the purpose of voting and other representation. Members shall be oriented toward assisting the Corporation in furtherance of its stated purposes. All such members shall have like powers with respect to voting.

b) Special.

The Board of Directors of the Corporation shall have the power to create separate special classes of membership for the purpose of setting membership fees or dues and to insure such representation as the Board finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be specifically designated by the Board, pursuant to the terms and conditions provided in the Bylaws.

2. Termination of Membership.

a) Resignation.

Any member may resign from membership in the Corporation at any time by written resignation delivered or mailed to the Secretary of the Corporation, which resignation shall be effective upon receipt thereof or such later date as may be specified in the notification.

b) By Termination of Agreements.

Membership shall be terminated upon mailing of written notice by the Corporation to a member upon or at any time after the termination of (i) a member's provider agreement with Florida Health Partners, Inc., a Florida corporation, unless such provider agreement is

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simultaneously replaced with another provider agreement between such parties (or between the member and the successor to Florida Health Partners, Inc.), or (ii) with respect to members who are not party to a provider agreement with Florida Health Partners, Inc., such member's service contract with Florida Behavioral Health, Inc., a Florida corporation in which the Corporation is a member, unless such contract is simultaneously replaced with another similar contract between such parties (or between the member and the successor to Florida Behavioral Health, Inc.).

c) By Membership Action.

Membership may be terminated by a unanimous vote of all members, exclusive of the vote of the member whose termination is at issue; provided, however, membership shall not be so terminated unless (i) any provider agreement between such member and Florida Health Partners, Inc. is also terminated simultaneously with or prior to such termination of membership or (ii) with respect to members who are not party to a provider agreement with Florida Health Partners, Inc., such member's service contract with Florida Behavioral Health, Inc. is also terminated simultaneously with or prior to such termination of membership. Such termination shall be effective upon the mailing of a written notice thereof to the member whose membership is so terminated.

3. Voting.

Each regular member will designate one (1) individual as its representative who shall have one (1) vote on any matter on which members are granted a voting privilege under these Articles of Incorporation, the Bylaws of the Corporation, or any applicable statute or rule of law. Each regular member of the Corporation shall constitute a voting group for purposes of the Florida Not for Profit Corporation Act and the appointment, election and removal of directors, and for purposes of filling vacancies on the Board of Directors and determining the term of office of directors.

4. Transferability.

Membership in the Corporation shall be non-transferable except to a person or entity that controls, is controlled by, or is under common control with the transferring member and who qualifies according to the membership criteria set forth in this Article IV. For the purpose of this subsection, "control" is defined as owning, directly or indirectly, a majority of all voting power of such entity. Such transfer shall be subject to the approval of a two-thirds vote of the members, provided that any provider agreement between the member and Florida Health Partners, Inc. is simultaneously transferred.

5. Initial Members.

The initial members of the Corporation shall be:

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Central Florida Behavioral Health Network, Inc. 719 US Highway 301 South Tampa, FL 33619	Northside Mental Health Center, Inc. 12512 Bruce B. Downs Blvd. Tampa, FL 33612
Manatee Glens Corporation 391 6 th Avenue W Bradenton, FL 34205	Peace River Center for Personal Development, Inc. 1745 Highway 17 South Bartow, FL 33830
Mental Health Care, Inc. 5707 N. 22 nd St. Tampa, FL 33610	Winter Haven Hospital, Inc. 200 Avenue F Northeast Winter Haven, FL 33881

ARTICLE V TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI MANAGEMENT

1. The affairs of the Corporation shall be managed by a Board of Directors, which shall consist of a number of directors equal to the number of regular members of the Corporation, but not less than three (3) individuals, each of which shall be at least 18 years of age.
2. Each regular member of the Corporation shall designate one (1) director by providing written notification to the Corporation at any time and from time to time.
3. A director may be removed pursuant to the procedures set forth in the Bylaws.
4. The names and addresses of the initial Directors, and the member designating the same, shall be as follows:

Marsha L. Brown
12512 Bruce B. Downs Blvd.
Tampa, FL 33612

Julian Rice
5707 N. 22nd Street
Tampa, FL 33610

Northside Mental Health Center, Inc.

Mental Health Care, Inc.

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Mary Lu Kiley
1745 Highway 17 South
Bartow, FL 33830

Kathy Hayes
200 Avenue F NE
Winter Haven, FL 33881

Peace River Center for Personal
Development, Inc.

Winter Haven Hospital, Inc.

Mary Ruiz
391 6th Avenue W
Bradenton, FL 34205

Linda McKinnon
719 US Highway 301 South
Tampa, FL 33619

Manatee Glens Corporation

Central Florida Behavioral Health
Network, Inc.

ARTICLE VII REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Julian Rice
5707 No. 22nd Street
Tampa, FL 33610

ARTICLE VIII AMENDMENTS

The Corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the members by the affirmative vote of at least seventy-five percent (75%) of all members.

ARTICLE IX BYLAWS

The Bylaws of the Corporation may be altered, amended, added to or rescinded upon the affirmative vote of at least seventy-five percent (75%) of all directors.

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ARTICLE X DISTRIBUTIONS ON LIQUIDATION OR DISSOLUTION

Upon dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law:

1. Except as and to the extent otherwise required by law, the net assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to the regular members to the fullest extent permitted by law; provided that each such member to whom a distribution is to be made qualifies as an organization described in Section 170(b)(1)(A) of the Code (other than clauses (vii) and (viii)) as of the date of distribution and has been in existence as such a qualifying organization for a continuous period of at least sixty (60) calendar months. The Board of Directors shall determine the manner and time of any such distribution(s) and whether such distribution(s) according to the provisions of the Bylaws (if any) is made in kind or as a distribution of proceeds of a disposition of any or all of the assets of the Corporation. No director, officer or private individual shall be entitled to share in the distribution of any of the assets.
2. The affirmative vote of at least seventy-five percent (75%) of all directors shall be necessary prior to the sale of all or substantially all of the assets of the Corporation.

ARTICLE XI INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Paul R. Lynch, Esq.
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 11th day of November, 2004.


Paul R. Lynch,
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Pioneer Behavioral Health Network, Inc.
2. The name and address of the registered agent and office are:

Julian Rice
5707 No. 22nd Street
Tampa, FL 33610

SIGNATURE

Paul R. Lynch

TITLE:

Incorporator

DATE:

November 11, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Julian Rice

DATE

November 11, 2004

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TALLAHASSEE, FLORIDA

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