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BASIC AMENDMENT

HANLEY - HAZELDEN CENTER AT ST. MARY'S, INC.

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THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

HANLEY-HAZELDEN CENTER AT ST. MARY'S, INC.
Filed on August 9, 2001

The undersigned, a natural person competent to contract and the President of the hereinafter described corporation, hereby files and certifies that these Third Amended and Restated Articles of Incorporation of Hanley-Hazelden Center at St. Mary's, Inc. (the "Corporation"), which amend Articles I, II, III, V, VI, VII and IX and add Articles X and XI in accordance with Section 617.1007(4), have been adopted by the unanimous written consent of the Members of the Corporation. The above Articles are the only Articles affected by these Third Amended and Restated Articles of Incorporation. The date of adoption of these Amended and Restated Articles of Incorporation by the Board of Directors was July 31, 2001.

ARTICLE I
NAME AND ADDRESS

The name of this Corporation shall be HANLEY-HAZELDEN CENTER, INC. The address of its principal office and mailing address is 5200 East Avenue, West Palm Beach, FL 33407.

ARTICLE II
PURPOSES & POWERS

Section 1. Purposes.

(a) The general purpose of the Corporation is to receive and administer funds and property for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").

(b) An additional purpose of the Corporation is to serve the needs of chemically dependant persons and significant others through prevention, assessment, rehabilitation, education, family, after care and similar programs, and to support the teachings and philosophies of A1-Anon and Alcoholics Anonymous.

(c) To carry out its general purpose, the Corporation will provide services described in Section 170(b)(1)(A)(iii) of the Code, including facilities and personnel for the care, treatment and rehabilitation of persons who are dependent on, or otherwise abuse, chemical substances.

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Section 2. Powers.

(a) The Corporation's purposes as herein stated shall be carried out by its Trustees in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, any property, real or personal.

(ii) to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(iii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(iv) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(v) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by its charter, Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, Trustee, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes, and except to the extent that benefit enures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, Trustee, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization

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exempt under Section 501(c)(3) of the Code, or by an organization, contributions which are deductible under Sections 170(c)(2), or 2055(a) of the Code.

(v) Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, one half (½) by fair market value to the HAZELDEN FOUNDATION, a Minnesota not for profit corporation, and one half (½) by fair market value to the HANLEY-HAZELDEN FOUNDATION, INC., a Florida not for profit corporation, each an organization exempt from taxation under Section 501(c)(3) of the Code, or if any of the aforesaid corporations is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then its share as set forth above shall be distributed at the direction of the HAZELDEN FOUNDATION, in the case of its share, and HANLEY-HAZELDEN FOUNDATION, INC., in the case of its share. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE III MEMBERS

Section 1. The Corporation shall have as its members two (2) not for profit corporate entities, referred to herein as the Members.

Section 2. Unless changed by an amendment to the Articles of Incorporation of the Corporation, the Members shall be as follows:

- A. HAZELDEN FOUNDATION, a Minnesota not for profit corporation; and
- B. HANLEY-HAZELDEN FOUNDATION, INC., a Florida not for profit corporation.

Section 3. The Members shall be automatically admitted to membership upon the filing of these Articles of Incorporation.

ARTICLE IV TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V OFFICERS

(a) The Corporation shall have a President, an Executive Vice-President, a Vice-President, a Secretary, and a Treasurer, and it may have additional and assistant officers including, without limitation thereto, Assistant Secretary(ies), Recording Secretary(ies) and Assistant

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Treasurer(s). A person may hold more than one office, except that the President may not also be the Secretary or the Treasurer or Assistant Secretary, or Assistant Treasurer.

- (b) Officers shall be elected or appointed as provided in the Bylaws.

ARTICLE VI. TRUSTEES

(a) Except for those powers reserved for the Members as set forth in Article X herein, the affairs and business of the Corporation shall be conducted by a Board of Trustees consisting of not less than four (4) persons, the exact number to be determined from time to time in accordance with the Bylaws; provided, however, that there shall at all times be an even number of Trustees (50% of which shall be designated by HANLEY-HAZELDEN FOUNDATION, INC. and 50% of which shall be designated by HAZELDEN FOUNDATION).

- (b) Trustees shall be elected, removed, and hold office as provided in the Bylaws.

ARTICLE VII BYLAWS

The Members of the Corporation shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Members in accordance with Article X of these Articles of Incorporation and in any manner permitted by the Bylaws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE VIII AMENDMENT

These Articles of Incorporation may only be amended by unanimous vote of the Corporation's then serving Members and shall only be amended in a manner which does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c)(3) of the Code.

ARTICLE IX INDEMNIFICATION OF TRUSTEES AND OFFICERS

(a) The Corporation hereby indemnifies any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee or officer of the Corporation, or in his capacity as Trustee, officer, employee or agent of any

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other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Trustee or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Trustee or officer of the Corporation, or by reason of his being or having been a Trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or officer seeks indemnification were properly incurred and whether such Trustee or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE X SPECIFIC POWERS RESERVED TO THE MEMBERS

The following matters shall be reserved for a vote by the Corporation's then serving Members and shall be decided by a unanimous vote of the Corporation's then serving Members in any manner that does not contravene the purposes of the Corporation as set out

in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c)(3) of the Code:

(a) To adopt, amend, repeal or alter the Articles of Incorporation and Bylaws of the Corporation;

(b) To approve all actions of the Corporation which may exceed the monetary limits established by said Members for any sale, lease, purchase or other acquisition, alienation or disposition of any real property;

(c) To authorize any change in the character or basic nature of the operations of the Corporation;

(d) To approve any merger, consolidation, partnership, joint venture, joint enterprise or any similar affiliation of the Corporation with any other organization;

(e) To elect and remove the members of the Board of Trustees in accordance with the terms of the Bylaws;

(f) To elect and remove the officers of the Board of Trustees of the Corporation;

(g) To appoint the general legal counsel for the Corporation;

(h) To appoint any general management or financial consultants to the Corporation;

(i) To appoint the auditor for the Corporation;

(j) To authorize any loan encumbering any real property or assets of the Corporation or any interest in real property or assets of the Corporation;

(k) To establish limits, monetary or otherwise, within which the Board of the Corporation, officers of the Board and/or officers of the Corporation may function independently;

(l) To approve all actions of the Corporation which may exceed the monetary limits established for such actions pursuant to paragraph (k) above, including, but not limited to:

(i) Any sale, lease, purchase or other acquisition, alienation or disposition of any property other than real property;

(ii) Any construction or remodeling;

(iii) Any release or cancellation of a claim or right of action against another party;

(iv) Any loan by or to the Corporation, whether made through the issuance of negotiable instruments or otherwise; and

(v) any other transaction of the Corporation not in the ordinary course of business, including, but not limited to, the approval of any contracts or amendments thereto relating to the management of the Corporation.

Provided, however, any sale or purchase through any investment account of the Corporation of stocks, bonds or other negotiable instruments, including certificates of deposit and repurchase purchase agreements, which are readily marketable through a nationally recognized securities brokerage company or a reputable financial institution shall not be considered to be included within the restrictions of this paragraph (l);

(m) To approve any amendment, cancellation or termination of any agreement between the Corporation and one or more of its Members;

(n) To review and approve the capital budgets of the Corporation, if any;

(o) To review the operating and cash flow budgets of the Corporation;

(p) To review and approve any long range plans of the Corporation adopted by the Board of the Corporation or to adopt long-range plans independently for implementation by the Board of the Corporation;

(q) To approve the initiation of law suits of an extraordinary nature by the Corporation;

(r) To provide for the establishment of corporations subsidiary to or affiliated with the Corporation;

(s) To approve investments of a nonpassive nature in other enterprises and investments of a passive nature which are not of the character of the investments described in the provision of paragraph (l) hereof;

(t) To require studies, audits or other periodic reviews as deemed necessary by the Members;

(u) To enter into any negotiations or agreements to develop, promote, manage, operate or create another program;

(v) To admit any new Members;

(w) To borrow, commit to borrow or guarantee any amount of money in the name of the Corporation; and

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- (x) To conduct any other business as may be properly brought before the Members.

ARTICLE XI
REGISTERED AGENT

The name and Florida street address of the registered agent are:

Daniel A. Hanley
c/o Gunster, Yoakley & Stewart, P.A.
777 South Flagler Drive, Suite 500 - East Tower
West Palm Beach, Florida 33401

The President of the Corporation has hereunto set his hand and seal this 31st day of July, 2001.


Mike Schiks, President

STATE OF Minnesota

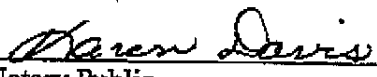
COUNTY OF Chicago

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Karen Davis, to me well known or having produced _____ as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 31st day of July, 2001.

(Seal)

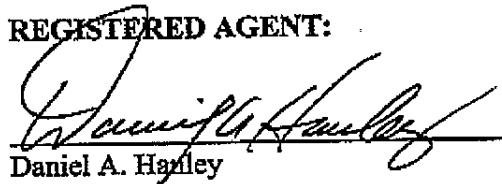



Notary Public,
My commission expires: 1-31-05

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Hanley-Hazelden Center, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Third Amended and Restated Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:
Daniel A. Hanley

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