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TALLAHASSEE, FLORIDA

**FLORIDA NON-PROFIT CORPORATION**

**BBHN, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
BBHN, INC.  
(A Not For Profit Corporation)**

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 "BBHN, Inc."

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and its mailing address is 4740 North State Road 7, Suite 201, Fort Lauderdale, Florida, 33319 .

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of providing, directly or indirectly, and not for pecuniary profit, behavioral health services, and to carry on any activities conducive to such purpose.

**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 which 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.

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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 a member's provider agreement with Broward Behavioral Health Partners, Inc., a Florida corporation, unless such provider agreement is simultaneously replaced with another provider agreement between such parties (or between the member and the successor to Broward Behavioral Health Partners, 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 any provider agreement between such member and Broward Behavioral Health Partners, 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.

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**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 Broward Behavioral Health Partners, Inc. is simultaneously transferred.

**5. Initial Members.**

The initial members of the Corporation, all of which shall be regular members, shall be:

Kids in Distress, Inc.	Alternate Family Care, Inc.
Archways, Inc.	Bayview Center for Mental Health, Inc.
Spectrum Programs, Inc.	Henderson Mental Health Center, Inc.

**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. So long as there are three or more regular members of the Corporation, each regular member shall have the right to appoint one Director to the Board of Directors. Such appointment shall be evidenced by a written notice of appointment, signed by a duly authorized officer of the member, and delivered to the Secretary or President of the Corporation. Upon the resignation, removal or death of such Director, such member shall have the right to appoint the successor to such Director. In the event that there are only two regular members, each regular member shall appoint one Director, and the two Directors shall appoint a third Director.

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:

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Tom Tomczyk 819 Northeast 26th Street Fort Lauderdale, Florida 33305	Dr. David Ferguson 10001 West Oakland Park Blvd. Sunrise, Florida 33351
Kids in Distress, Inc.	Alternate Family Care, Inc.
Andrea Katz 919 Northeast 13th Street Fort Lauderdale, Florida 33304-2036	Robert Ward 12550 Biscayne Boulevard, Suite 919 North Miami, Florida 33181
Archways, Inc.	Bayview Center for Mental Health, Inc.
Bruce Hayden 11031 Northeast 6th Avenue Miami, Florida 33161	Dr. Steven Ronik 4740 North State Road 7, Suite 201 Fort Lauderdale, Florida, 33319
Spectrum Programs, Inc.	Henderson Mental Health Center, 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:

Dr. Steven Ronik  
4740 North State Road 7, Suite 201  
Fort Lauderdale, Florida, 33319

**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.

**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

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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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15<sup>th</sup> day of March, 2005.



Paul R. Lynch,  
Incorporator

**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 BBHN, Inc.
2. The name and address of the registered agent and office are:

Dr. Steven Ronik  
4740 North State Road 7, Suite 201  
Fort Lauderdale, Florida, 33319

SIGNATURE

  
Paul R. Lynch

TITLE: Incorporator

DATE: March 15, 2005

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

  
Dr. Steven Ronik

DATE

March 15, 2005