

**N13000008821**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H13000241726 3)))



H130002417263ABC-

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : GRAYROBINSON, P.A. - ORLANDO  
Account Number : I20010000078  
Phone : (407) 843-8880  
Fax Number : (407) 244-5690

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: **mfontaine@fadaa.org**

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Florida Behavioral Health Association, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

RECEIVED

13 OCT 31 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
13 OCT 31 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H13000241726 3

**ARTICLES OF INCORPORATION  
OF  
FLORIDA BEHAVIORAL HEALTH ASSOCIATION, INC.  
A Florida Not-For-Profit Corporation**

FILED  
13 OCT 31 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation not-for-profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**Article I: Name**

This Corporation will be known as the Florida Behavioral Health Association, Inc., incorporated in Florida as a not-for-profit Corporation (hereinafter the "Corporation").

**Article II: Address**

The street address of the principal office and mailing address of the Corporation is 2868 Mahan Drive, Suite 1, Tallahassee, Florida 32308.

**Article III: Purposes**

The purposes for which the Corporation is organized are:

In general, the Corporation is organized to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Specifically, the Corporation is organized to unite individuals and business entities engaged directly or indirectly in the industries of behavioral health and behavioral medicine; which include, but are not limited to, addictions of the brain, substance use disorders and mental health disorders (hereinafter "Behavioral Health") to (i) promote and protect the mutual interests of the Corporation's Members and the Behavioral Health industry at large, (ii) provide a forum for sharing of solutions and educational materials gained by its Members, (iii) formulate and maintain standards of the Behavioral Health industry in its interaction with the public and individual Members, (iv) promote the improvement of Behavioral Health care services in the state of Florida, (v) promote legislation, funding and policies that recognize and advance Behavioral Health prevention, treatment and recovery, (vi) support Behavioral Health through education of the general public, (vii) serve as liaison on the state and federal levels with other professional organizations to promote the advancement of the Behavioral Health industry, and (viii) in general to promote the image and exposure of the Behavioral Health industry.

The purposes for which the Corporation is organized shall be limited to those which promote the business interests of the Behavioral Health industry. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

H13000241726 3

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any Member, officer, Director, Trustee, Creator or Organizer of the Corporation, except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve the interests of the Behavioral Health industry. Accordingly, it shall not be operated for the benefit of private interests.

FILED  
13 OCT 31 AM 8:22  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

#### Article IV: Officers and Directors

The Board of Directors of the Corporation shall consist of no less than five (5) and no more than twenty (20) Corporate Members as provided in the Bylaws. The officers of this Corporation shall be the Chair, Chair-Elect, Immediate Past-Chair, Secretary, and Treasurer. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed from time to time as provided in the Corporation's Bylaws. The term of office and the manner of election and removal of officers are provided in the Corporation's Bylaws. The names, addresses and offices of the persons who are to serve as the initial officers and Directors until the first election under the Corporation's Bylaws are as follows:

<u>Name/Office</u>	<u>Address</u>
Patti Greenough, Chair/Director	EPIC Community Services, Inc. 1400 Old Dixie Highway St. Augustine, FL 32084
Doug Leonardo, Chair-Elect/Director	BayCare Behavioral Health P.O. Box 428 New Port Richey, FL 43656-0428
Bruce Hayden, Director	Banyan Health Systems 11031 NE 6 <sup>th</sup> Avenue Miami, FL 33161-7182
Mary Ruiz, Director	Manatee Glens Corporation P.O. Box 9478 Bradenton, FL 34206-9478
Dick Jacobs, Director	Center for Drug Free Living, Inc. P.O. Box 538350 Orlando, FL 32853-8350

H13000241726 3

**Article V: Manner of Election, Removal and Term of Directors**

Directors of the Corporation, with the exception of the Executive Director as provided in the Bylaws, will be elected for the term provided in the Corporation's Bylaws and removed by the Membership as outlined in the Bylaws.

**Article VI: Members**

Membership in the Corporation shall be comprised of one or more classes of Membership admitted in such manner as is set forth in the Bylaws and Members shall have all rights and privileges of Members of the Corporation as outlined in the Bylaws.

**Article VII: Amendments to the Articles of Incorporation**

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

**Article VIII: Dissolution**

Upon the liquidation or dissolution of the Corporation, its assets, if any remain after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed as determined by the Board of Directors to, and only to, any one or more organizations that (i) promotes the advancement of Behavioral Health and (ii) is qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings current or accumulated of the Corporation shall inure to the benefit of a private individual or organization.

**Article IX: Effective Date**

The effective date of the Articles of Incorporation will be upon the filing thereof with the Florida Department of State.

**Article X: Registered Agent**

The name and Florida street address of the Registered Agent of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mark Fontaine, MSW, CAP	Florida Alcohol & Drug Abuse Association 2868 Mahan Drive, Suite 1 Tallahassee, FL 32308

**Article XI: Incorporator**

The name and street address of the Incorporator signing these Articles is as follows:

<u>Name</u>	<u>Address</u>
Mark Fontaine, MSW, CAP	Florida Alcohol & Drug Abuse Association 2868 Mahan Drive, Suite 1 Tallahassee, FL 32308

**Article XII: Powers**

The Corporation shall have all the powers granted to not-for-profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual or organization.

**Article XIII: Term of Existence**

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 30 day of October, 2013.



Mark Fontaine, MSW, CAP  
INCORPORATOR

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Dated: October 30, 2013.



Mark Fontaine, MSW, CAP  
REGISTERED AGENT