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Division of Corporations

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Progress Health System, Inc.

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ARTICLES OF INCORPORATION

of

Progress Health System, Inc.

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (Florida Statutes Chapter 617).

ARTICLE I

Name and Address

The name of the Corporation is Progress Health System, Inc. The street address of the initial principal office is 4300 SW 13th Street, Gainesville, FL 32608. The mailing address is 4300 SW 13th Street, Gainesville, FL 32608. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code") and the purposes of the Corporation are limited exclusively to the charitable, scientific and educational purposes set forth below. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable, scientific and educational purposes.

Additional purposes of this Corporation are to promote the health and well-being of persons primarily from communities in which the Corporation offers its services by providing, directly or through its affiliated organizations (a) a range of direct mental health services, and substance use disorder services, including necessary emergency, inpatient, partial hospitalization, outpatient treatment, consultation and education programs, pre-care and aftercare services, comprehensive prevention programs, short and long term acute care programs, crisis stabilization programs, aftercare supportive services and treatment of co-occurring substance abuse and mental illness; (b) multiple services through the criminal justice system, multiple

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services through juvenile delinquency and child protection services and assistance with developmental disability programs; (c) services supporting and providing affordable housing and economic self-sufficiency programs; and (d) services providing care coordination for primary care and disease management care for all patients as may be funded under Federal or State law including the Florida Mental Health Act, the Marchman Act, the Baker Act, various insurance programs, direct client fees and other payments from responsible third parties. Services provided by the Corporation shall be available to those seeking services regardless of age, race, sex, creed, voluntary or involuntary status or ability or inability to pay and resources available.

ARTICLE III

Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Code, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Members

The Corporation shall not have Members.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than six (6). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Jonathan M. Cherry	515 W. Main Street, Leesburg, FL 34748
Timothy Morris	515 W. Main Street, Leesburg, FL 34748
Jon Simpson	515 W. Main Street, Leesburg, FL 34748
Margarita Labarta, PhD	4300 S.W. 13 th Street, Gainesville, FL 32608
Simona Brown	4300 S.W. 13 th Street, Gainesville, FL 32608
Paul Metts	4300 S.W. 13 th Street, Gainesville, FL 32608

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ARTICLE VI
Officers

The officers of the Corporation shall be a Chair, Vice-Chair, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually in accordance with the Bylaws. The first officers shall be named at the first meeting of the Board of Directors.

ARTICLE VII
Incorporator

The name of the incorporator is Richard T. Jones. The street address of the incorporator is Akerman LLP, 401 East Jackson Street, Suite 1700, Tampa, FL 33602.

ARTICLE VIII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 4300 SW 13th Street, Gainesville, FL and the name of the initial registered agent at such address is Margarita Labarta.

ARTICLE IX
Bylaws

The Board of Directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time. The Board of Directors may amend these Bylaws by the vote of two-thirds (2/3) of the directors present in person or by electronic means as provided in the Bylaws at a meeting at which a quorum is present duly called for the purpose of amending Bylaws in accordance with the Bylaws after notice stating the purpose of the meeting. Notwithstanding the foregoing, if any provision of the Bylaws as adopted provides that a specific provision shall not be amended without a vote in favor of the amendment greater than two-thirds (2/3) of the Directors present, or provides for additional procedures, the specific procedures in the Bylaws shall control.

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ARTICLE X
Amendments

Amendments to these Articles of Incorporation must be adopted by the vote of two-thirds of the Directors present in person or through electronic means as provided in the Bylaws at meeting duly called for that purpose at which a quorum of the Directors is present in accordance with the Bylaws of the Corporation.

ARTICLE XI
Limitations on Actions

All of the assets and earnings of the Corporation shall be used primarily for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II of these Articles consistent with the powers of the Corporation stated in Article III of these Articles. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or any organization, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, Directors or Officers.

Although the Corporation is not intended to be a private foundation, as defined in Section 509(a) of the Code, without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be determined to be a private foundation, it shall not:

- i. fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- ii. engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- iii. retain any excess business holdings as defined in Section 4943(c) of the Code;
- iv. make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- v. make any taxable expenditures as defined in Section 4945(d) of the Code.

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ARTICLE XII
Indemnification

The Corporation shall indemnify the directors, officers and key employees of the Corporation from liability in accordance with the indemnity provisions of the Bylaws except as such elimination of liability and indemnification may be prohibited by law.

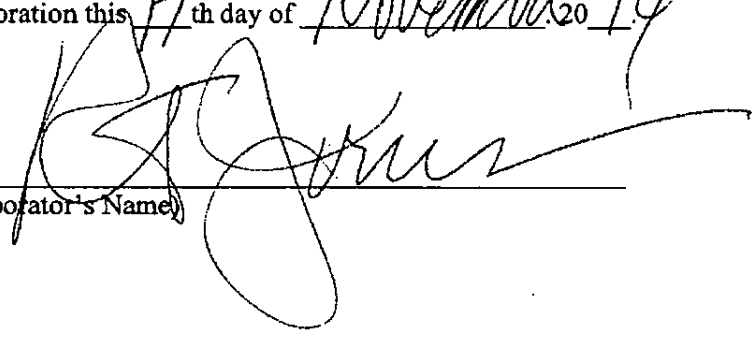
ARTICLE XIII
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV
Term of Existence

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 17th day of November, 2014



(Incorporator's Name)

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DIVISION OF REVENUE
STATE OF MISSISSIPPI


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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that he is familiar with and accepts the obligations of his position as registered agent.

Date:

November 17, 2014

Registered Agent

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DIVISION OF CORPORATE AFFAIRS
STATE OF NEW YORK