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**BASIC AMENDMENT**

**FLORIDA BEHAVIORAL HEALTH, INC.**

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

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Pursuant to Section 617.1007 of the Florida Statutes, Florida Behavioral Health, Inc., a Florida not for profit corporation (the "Corporation"), certifies that:

(1) The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on November 16, 1992.

(2) These Restated Articles of Incorporation contain amendments requiring the approval of the members of the Corporation. The Board of Directors of the Corporation and the members of the Corporation approved such amendments and these Restated Articles of Incorporation at a joint meeting of the Board of Directors and members held on November 11, 2004, in conformity with the requirements of F.S. §617.1002.

The text of these duly adopted Restated Articles of Incorporation of the Corporation supersedes the original Articles of Incorporation and all amendments to them, shall be effective as of the date of filing with the Secretary of State, and is hereby restated in its entirety to read as follows:

**ARTICLE I Name, Principal Place of Business and Mailing Address**

The name of this Corporation shall be Florida Behavioral Health, Inc. Its principal place of business and mailing address is 5707 N. 22nd Street, Tampa, FL 33610.

**ARTICLE II 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.

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## 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 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 III Membership

### 1. Members.

The members of the Corporation shall be divided into Classes, with each member being designated as a distinct Class. The current members of the Corporation shall be designated as follows:

Pioneer Behavioral Health Network, Inc.	Class A Member
Pinellas/Pasco Provider's Group Inc.	Class B Member
Central Florida Cares, Inc.	Class C Member

### 2. Additional Members.

Any not for profit corporation, the members of which are organizations 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 are organizations, 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 and the members. These Articles shall be amended upon the admission of an additional member to provide for the designation of the Class of such member, as well as the voting and representation rights of such member.

### 3. 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.

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b) Failure to Obtain State Contract or Termination of Agreements.

Each of the Class A, Class B and Class C members have as members entities which are providers of behavioral health services in the Florida Agency for Health Care Administration ("AHCA") Areas 6, 5 and 7, respectively. Each of the Class A, Class B and Class C members have been admitted to membership in the Corporation for the purpose of permitting Florida Health Partners, Inc., a Florida corporation in which the Corporation is a 50% shareholder ("FHP"), to seek the award of one or more contracts with agencies of the State of Florida to provide behavioral health services in AHCA Areas 6, 5 and 7, respectively (each such contract is referred to herein as a "State Contract"). FHP currently has a State Contract to provide such services in AHCA Area 6. FHP intends to submit responses to Requests for Proposal ("RFP") from the State of Florida to provide such services under State Contracts in AHCA Areas 5 and 7 in the near future.

Membership of a member shall be terminated upon mailing of written notice by the Corporation to a member upon or at any time after the occurrence of any of the following:

1. With respect to the Class B member, if the State Contract which is the subject of the RFP being submitted to the State of Florida by FHP for AHCA Area 5 is awarded to an entity other than FHP.
2. With respect to the Class C member, if the State Contract which is the subject of the RFP being submitted to the State of Florida by FHP for AHCA Area 7 is awarded to an entity other than FHP.
3. With respect to any member, the termination of all of FHP's State Contracts for behavioral health services in the AHCA Area within which the members of the member have provided behavioral health services to FHP.
4. The termination of the provider agreements between all of the members of the member of the Corporation and FHP, unless one or more of such members' provider agreements are simultaneously replaced with another provider agreement between such parties (or between the member and the successor to FHP).

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 all provider agreements between all of the members of such member of the Corporation and FHP are 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.

4. Voting; Board Representation.

The Class A member shall have one (1) vote on any matter submitted to the members.

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The Class B member shall have no voting rights until such time, if ever, that FHP enters into a State Contract to provide behavioral health services in AHCA Area 5. Following such event, the Class B member shall have one (1) vote on any matter submitted to the members.

The Class C member shall have no voting rights until such time, if ever, that FHP enters into a State Contract to provide behavioral health services in AHCA Area 7. Following such event, the Class C member shall have one (1) vote on any matter submitted to the members.

Each member shall designate one individual as its representative for the purpose of voting and other representation.

5. 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 III. 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 require the approval of all of the members, excluding the member who is seeking to transfer its membership interest.

ARTICLE IV Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V Management

1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of nine (9) directors, each of which shall be at least 18 years of age. The Class A member shall designate five (5) directors, and the Class B and Class C members each shall designate two (2) directors. Upon the award of a State Contract to FHP for either AHCA Area 5 or Area 7, the number of directors shall be increased to twelve (12) and the Class B member, if the Area 5 State Contract was awarded, or the Class C member, if the Area 7 State Contract was awarded, shall designate three additional Directors. If FBH has State Contracts covering AHCA Area 6 and one of AHCA Areas 5 or 7, then upon the award of a State Contract for the other AHCA Area (of 5 and 7), a meeting of the members shall be called and held within 30 days after the execution of such State Contract by FHP, and from and after such meeting the size of the Board shall be reduced to six, and each member of the Corporation will be entitled to designate two (2) directors. If the State Contract for AHCA Area 5 or 7 is awarded to an entity other than FHP, then the directors of the Corporation designated by the Class B member or the Class C member, respectively, shall be deemed to have resigned from the Board, and each of the remaining members shall designate one (1) additional director.

2. A director may be removed pursuant to the procedures set forth in the Bylaws.

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**ARTICLE VI 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 VII 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 all of the members.

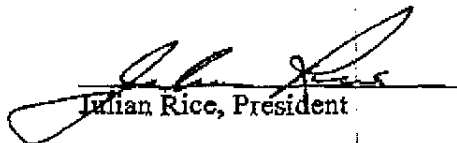
**ARTICLE VIII Distributions on Liquidation or Dissolution**

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 approval of at least two-thirds of the members shall be necessary for the sale of all or substantially all of the assets of the Corporation.

N WITNESS WHEREOF, the undersigned officer and director has executed these Restated Articles of Incorporation as of this 12th day of November, 2004.

  
Julian Rice, President