

MAR. 1 2007 11:18AM
DIVISION of Corporations

PORGES, HAMLIN

NO. 7251

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N9200000357

Florida Department of State
Division of Corporations
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FLORIDA BEHAVIORAL HEALTH, INC.

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Amended & Restated
CC 3/2

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PORGES-HAMLIN:20

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Florida NO. 7851 o.p. 2:ate



February 14, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA BEHAVIORAL HEALTH, INC.
PEACE RIVER CENTER
P.O. BOX 1559
BARTOW, FL 33831

SUBJECT: FLORIDA BEHAVIORAL HEALTH, INC.
REF: N92000000357

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

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DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

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

Pursuant to Section 617.1007 of the Florida Statutes, Florida Behavioral Health, Inc., 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 Amended And Restated Articles of Incorporation contain amendments requiring the unanimous approval of the members of the Corporation. The members of the Corporation unanimously approved such amendments by Written Action without a meeting in conformity with the requirements of F.S. § 617.0701. These Restated Articles of Incorporation were also duly adopted by the Board of Directors of the Corporation at a meeting held on January 26, 2007.

The text of these duly adopted Amended and 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 North 22nd Street, Tampa, FL 33610 and P.O. Box 1559 Bartow, FL 33831.

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.

2. **Powers.**

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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 there from to the Corporation's members.

ARTICLE III Membership

1. Members.

Any not for profit entity in the business of providing behavioral health services, which is 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 , contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued there under, shall be eligible for voting membership in the Corporation, subject to unanimous approval by the Board of Directors of the Corporation and the members.

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 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. Such termination shall be effective upon the mailing of a written notice thereof to the member whose membership is so terminated.

3. Voting: Board Representation.

Each member entity 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 on matters before the members.

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 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 not less than two (2) directors, each of whom shall be at least 18 years of age. Each member entity shall designate two (2) directors at the Corporation's annual meeting of the members.

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

ARTICLE VI Bylaws

The Bylaws of the Corporation may be altered, amended, added to or rescinded upon the affirmative vote of a majority 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 a majority of 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.

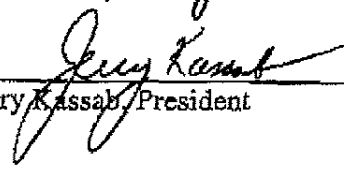
2. The approval of at least two-thirds of the members shall be necessary for the sale of all or substantially all of the assets of the Corporation.

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PORGES-HAMLIN

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IN WITNESS WHEREOF, the undersigned officer and director has executed these Restated Articles of Incorporation as of this 19th day of February, 2007.


Jerry Kassab, President