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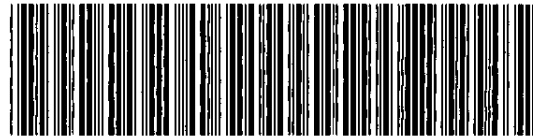
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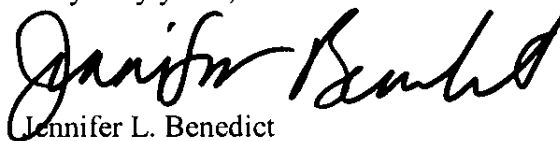
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Florida Department of State
October 7, 2008
Page 2

Please return all correspondence concerning this matter to:

Jennifer Benedict, Esq.
Honigman Miller Schwartz and Cohn LLP
660 Woodward Avenue
2290 First National Building
Detroit, MI 48226

Very truly yours,



Jennifer L. Benedict

Enc.

cc: (w/o enc.) John Sheehan
Susan Olds

DETROIT.3182018.1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 15, 2008

JENNIFER BENEDICT
660 WOODWARD AVE.
2290 FIRST NATIONAL BLDG.
DETROIT, MI 48226

SUBJECT: BEHAVIORAL HEALTH MANAGEMENT SERVICES, INC.
Ref. Number: N94000004553

We have received your document for BEHAVIORAL HEALTH MANAGEMENT SERVICES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 508A00053901

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10-15-03

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BEHAVIORAL HEALTH MANAGEMENT SERVICES, INC.**

These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act, as amended. They supersede the original Articles of Incorporation, as amended, in their entirety and they shall be the Articles of Incorporation of the Corporation.

These Amended and Restated Articles of Incorporation shall be effective as of October 15, 2008.

**ARTICLE I
NAME**

The name of this Corporation is: Behavioral Health Management Services, Inc.

**ARTICLE II
PERIOD OF DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation is located at 7809 Massachusetts Avenue, New Port Richey, Florida 34653. The name of the registered agent at such registered office is Emil C. Marquardt, Jr.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for religious, charitable, scientific or educational purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of the foregoing, the purposes for which the Corporation is organized are:

A. To establish, develop, sponsor, promote and/or conduct managed behavioral health care and employee assistance programs, including educational programs, prevention and early intervention programs, referral services, health-related activities and other charitable activities, and in the discretion of the Board of Directors of the Corporation, to support other non-profit health care providers organized for charitable purposes; provided, however that each such provider is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) or (2) of the Code; and further provided that the Corporation shall be operated, supervised or controlled by or in connection with each additional supported organization within the meaning of Section 509(a)(3) of the Code.

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TALLAHASSEE, FLORIDA

B. To promote early detection, crisis management and a continuum of care with respect to mental health problems to ensure that appropriate treatment is delivered in the most efficient and cost-effective manner and that community resources are not overburdened with crises.

C. To provide management and administrative assistance to health care facilities in furtherance of their scientific, educational, research and charitable purposes.

D. To own, lease or operate all property, real and personal, to be used in furtherance of these purposes.

E. To own or operate facilities or own other assets for the benefit of the community served by the Corporation in furtherance of these purposes.

F. To contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.

G. To engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not for Profit Corporation Act.

H. To solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to herein.

ARTICLE V PROHIBITED ACTS

This Corporation shall operate exclusively for scientific, charitable or educational purposes within the meaning of Section 501(c)(3) of the Code. In the course of such operation:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under the Code.

C. Notwithstanding any other provision of these Amended and Restated Articles, the Corporation shall not carry on any activity not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors, after payment of all debts, claims and obligations of the Corporation shall distribute all of the assets of the Corporation to such organizations organized and operated exclusively for charitable, educational or scientific purposes and which are qualified for exemption under Sections 501(c)(3). None of the assets of the Corporation will be distributed to any officer or director of this Corporation.

ARTICLE VII MEMBER; RESERVATION OF POWERS IN THE MEMBER AND BAYCARE HEALTH SYSTEM, INC.

The member of this Corporation is BayCare Behavioral Health, Inc., formerly known as The Harbor Behavioral Health Care Institute, Inc. The member reserves to itself in its capacity as the corporate member of the Corporation the following Class I Member Reserved Rights. The following Class II Member Reserved Rights are reserved to BayCare Health System, Inc., formerly known as Regional Healthcare System.

A. Class I Member Reserved Rights

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Member).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.
8. Approval of the philosophy, mission statement and purposes of the Corporation.

9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.
10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.
11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.
12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.
13. Adoption of strategic plans or major changes in programs or services of the Corporation.
14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights

1. Approval of the philosophy, mission statement and purposes of the Corporation.
2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.
3. With regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3,000,000, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).

**ARTICLE VII
BOARD OF DIRECTORS; OFFICERS**

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of not less than three Directors. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

The officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation.

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors of this Corporation present and voting at any meeting of the Board of Directors, subject to the approval of the Member.

These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors at its meeting on November 14, 2007, and the number of votes cast was sufficient for approval. The Member of the Corporation and BayCare Health System, Inc. approved these Amended and Restated Articles of Incorporation through the execution of a Member Consent.

Behavioral Health Management Services, Inc.

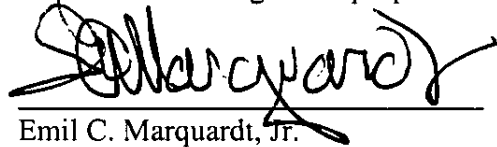
By: _____

Print Name: _____

Its: Chairman

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of Behavioral Health Management Services, Inc., the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further states that he is familiar with and accepts the obligations of this position as Registered Agent and agrees to comply with all laws relating to the proper and complete performance of his duties.



Emil C. Marquardt, Jr.

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