

N9500000901

TRANSMITTAL LETTER

FILED
95 FEB 23 PM 4 16

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ARLINGTON GERIATRIC MENTAL HEALTH DAY TREATMENT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

10000014130001
02/22/95-111055-012
*****83.75 *****83.75

FROM: ALICE FISHER/ MILDRED D. BADGER

Name (Printed or typed)

6318 ARLINGTON RD.

Address

JACKSONVILLE, FL. 32211

City, State & Zip

(904) 7449414 or (904) 766-3422

Daytime Telephone number

File 2-23

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
95 FEB 23 PM 4:14
SECRETARY OF STATE
JACKSONVILLE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: ARLINGTON GERIATRIC MENTAL HEALTH DAY
TREATMENT, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

6318 ARLINGTON RD.
JACKSONVILLE, FL. 32211

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is (are): THE GOALS AND OBJECTIVES OF THE ARLINGTON MENTAL HEALTH CENTER IS TO PROVIDE A QUALITY OF CARE THAT ENHANCES THE LIVES OF THE UNDER SERVED CONSUMERS IN THE ARLINGTON/SOUTHSIDE AND THE BEACHES OF DUVAL COUNTY. THE INTENT OF THE PROGRAM WILL BE TO MAKE IT CLIENTS PRODUCTIVE CITIZENS IN THE COMMUNITIES IN WHICH THEY LIVE. REGARDLESS OF RACE, CREED, COLOR, OR DENOMINATION.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

NOMINATIONS FOR THE BOARD OF DIRECTORS MAY BE MADE FROM THE FLOOR AND THE ELECTION OF SAID OFFICERS SHALL BE HELD ON THE SAID NIGHT IN ORDER TO EXPEDITE THE BUSINESS OF THE CORPORATION. A MAJORITY VOTE OF THOSE MEMBERS PRESENT SHALL BE REQUIRED FOR THE ELECTION OF THE BOARD OF DIRECTORS. EACH NOMINATEE SHALL BE COUNTED BY THE COMMITTEE OF THREE(3) MEMBERS, APPOINTED BY THE PRESIDENT.

Filing Fee: \$70.00

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

ALICE FISHER, 6318 ARLINGTON RD.
JACKSONVILLE, FL. 32211

ARTICLE VII

Incorporators

See instructions for officers/directors

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

ALICE FISHER, PRESIDENT	11742 WHITE BLUFF DR. SOUTH JACKSONVILLE, FL. 32225
MILDRED D. BADGER, VICE PRESIDENT	4412 CLYDE DR. JACKSONVILLE, FL. 32208
GARY FISHER, DIRECTOR	11742 WHITE BLUFF DR. SOUTH JACKSONVILLE, FL. 32202 32225

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 13th day of Feb., 1995.

Signature(s) of Incorporator(s):

<u>Alice Fisher</u>	ALICE FISHER, PRESIDENT
	Typed name of incorporator signing
<u>Mildred D. Badger</u>	MILDRED D. BADGER, VICE PRESIDENT
	Typed name of incorporator signing
<u>Gary Fisher</u>	GARY FISHER, DIRECTOR
	Typed name of incorporator signing

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

ARTICLE VII

DISSOLUTION:

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION IF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SUBSCRIBED OUR NAMES
THIS 13 DAY OF Feb 1947.

ALICE FISHER Alice Fisher - President
MILDRED DELORES BADGER Mildred D. Badger - Vice President
GARY FISHER Gary Fisher - Director
ISAAC NEWSOME Isaac Newsome Director
BILLY SMITH Billy Smith - Director

ARTICLE VIII

IN WITNESS WHEREOF, THE Undersigned Incorporator(s) Has(Have)
Executed These Articles Of Incorporation This 13th-----
Day Of February---, 1995-----.

SIGNATURE (S) OF INCORPORATOR(S)

Alice Fisher - President

Mildred D. Boeger - Vice-President

Gary Fisher - Director

Billy Smith - Director

Osmae Menesence - Director

STATE OF FLORIDA, COUNTY OF Duval.

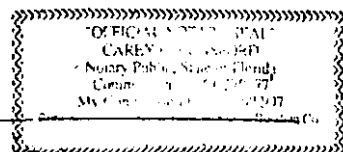
THE FOREGOING instrument was acknowledged and sworn to
before me this 13th DAY OF February, 1995 BY Alice Fisher
AND Mildred D. Boeger
(NAME OF CORPORATORS)

OF Arlington Geriatric Mental Health Day Treatment,
(NAME OF CORPORATION) INC,

(SEAL)

Carey W. Sanford
NOTARY PUBLIC

MY COMMISSION EXPIRES



ARTICLE IX
EXEMPTION

(A). SAID CORPORATION IS ORGANIZED FO ORGANIZED FOR CHARITABLE, RELIGIOUS, EDUCATION, AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTION TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZA_ TIONS UNDER SECTION 501(C) (3) of the internal revenue code of 1986. OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED REVENUE LAWS.

(B). NO PARTY OF THE NET EARNING OF CORPORATION SHALL INSURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE THREE HEREOF, NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION, NON SHALL IT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CAMPAIGN POLITICAL ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

(C). NOWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE EXCLUSIVELY RELIGIOUS, CHARIABLE, SCIENTIFIC, LITERARY, 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 STATE INTERNAL LAW.

ARTICLE X
BYLAWS OF CORPORATION

SUBJECT TO THE CONTAINTED IN THE BYLAWS, AND ANY LIMITATIONS SET FORTH IN THE CORPORATION NOT FOR PROFIT LAW OF FLORIDA, CONCERNING CORPORATE ACTION THAT MUST BE AUTHORIZED OR APPROVED BY THE MEMBERS OF THE CORPORATION MAY BE MADE, ALTERED, RESCINDED ADDED TO, OR NEW BYLAWS MAYBE ADOPTED, EITHER BY A RESOLUTION

BYLAWS CONT.

OF THE BOARD OF TRUSTEES OR BY FOLLOWING THE PROCEDURE SET FORTH THEREFOR IN THE BYLAWS.

ARTICLE XII
MANAGEMENT OF CORPORATE AFFAIRS

(A) THE POWERS OF THE CORPORATION SHALL BE EXERCISED, ITS PROPERTIES CONTROLLED, AND ITS AFFAIRS CONDUCTED BY A BOARD OF DIRECTORS. THE NUMBER OF TRUSTEES OF THE CORPORATION SHALL NOT BE LESS THAN THREE(3) OR MORE THAN ELEVEN (11).
(B).THE NAMES AND ADDRESSES OF SUCH FIRST MEMBERS OF THE BOARD OF DIRECTORS IS LISTED IN ARTICLES V.

ARTICLE XIII
AMENDMENT OF ARTICLES

AMENDMENTS TO THESE ARTICLES OF INCORPORATION MAY BE PROPOSED BY A RESOLUTION ADOPTED BY THE BOARD OF TRUSTEES AND PRESENTED TO A QUORUM OF MEMBERS FOR THEIR VOTE AMENDMENTS MAY BE THE VOTE OF TWO THIRDS OF A QUORUM OF MEMBERS OF THE CORPORATION. WE, THE UNDERSIGNED, BEING THE INCORPORATORS OF THIS CORPORATION AND INCLUDING ALL THE PERSONS HEREIN NAMED AS THE SUBSCRIBERS OF THIS CORPORATION UNDER THE LAWS OF FLORIDA HAVE EXECUTED THESE ARTICLES ON 2/13 1995

NAMES	ADDRESSES
ALICE FISHER	11742 WHITE BLUFF DR. S. JACKSONVILLE, FL. 32225
MILDRED D. BADGER	4412 CLYDE DR. JACKSONVILLE, FL. 32208
GARY FISHER	11742 WHITE BLUFF DR. S. JACKSONVILLE, FL. 32225
ISAAC NEWSOME	4412 CLYDE DR, JACKSONVILLE, FL. 32208
BILLY SMITH	2438 SCANLON DR. JACKSONVILLE, FL. 32210

GERIATRIC DAY TREATMENT

ARLINGTON, SOUTHSIDE AND THE BEACHES OF DUVAL COUNTY

STATEMENT OF PURPOSE

THE GOALS AND OBJECTIVES OF ARLINGTON GERIATRIC MENTAL HEALTH CENTER IS TO PROVIDE A QUALITY OF CARE THAT ENHANCES THE LIVES OF UNDER SERVED CONSUMERS IN THE ARLINGTON/SOUTHSIDE AND BEACHES OF DUVAL COUNTY. THE INTENT OF THE PROGRAM WILL BE TO MAKE ITS CLIENTS PRODUCTIVE CITIZENS IN THE COMMUNITY ARE:

I. UNDER SERVED COMMUNITIES THAT ENCOMPASSES RACIAL AND CULTURAL POPULATIONS.

II. URBAN AND RURAL COMMUNITIES.

IT IS THE INTENT OF THE CENTER TO PROVIDE SERVICES TO THE MENTALLY ILL CONSUMERS OF THESE TARGETED AREAS OF THE COUNTY REGARDLESS OF RACE, SEX, RELIGIOUS PREFERENCE OR AFFILIATION, DISABILITY OR ABILITY TO PAY.

THE APPROACH TO SERVICE DELIVERY IS TO UTILIZE EVERY PSYCHOSOCIAL ASPECT OF THE CONSUMER'S LIFE STYLE IN DEVELOPING AND IMPLEMENTING TREATMENT PLANS. THE FAMILY AND THE COMMUNITY ARE PRIMARY ELEMENTS TO BE USED IN ASSISTING STAFF WITH THIS UNIQUE CONCEPT THROUGH AN INTENSIVE VOLUNTEER PROGRAM. THESE RESOURCES ARE TO BE UTILIZED TO FORM AN EXTERNAL COMMUNITY ADVISORY COMMITTEE AND CHANGE IT WITH THE TASKS OF ADVISING THE CENTERS BOARD OF DIRECTORS AND RECOMMENDING APPROPRIATE ACTION IN CONGRUENCE WITH THE COMMUNITY'S PERCEPTIONS OF SERVICE DELIVERY PROGRAMS.

ADDITIONALLY, THEY ARE TO SERVE AS PRIMARY TOOLS IN NETWORKING TRADITIONAL CULTURALLY BASED COMMUNITY SELF-HELP RESOURCES WITH MENTAL HEALTH AND SOCIAL SERVICE AGENCIES. THE FOCUS OF THE APPROACH IS TO ACCESS COST EFFECTIVE, YET QUALITY OF CARE TO

ECONOMICALLY DEPRESSED AND UNDER SERVED AREAS OF ARLINGTON, SOUTHSIDE AND BEACHES OF DUVAL COUNTY. ADDITIONALLY, IT IS ASSUMED THAT THIS TYPE OF SUPPORT IS SIGNIFICANT TO THE CONSUMER'S ABILITY TO ATTAIN INDEPENDENT LIVING SKILLS AND THEREFORE REDUC THE NEED FOR CRISIS STABILIZATION OR RELATED INTERVENTION PROGRAMS. THIS "HOME SETTING ENVIRONMENT" IS INFLUENTIAL IN ALL PHASES OF ASSESSMENT AND TREATMENT PLANNING. BOARD MEMBERS, STAFF AND VOLUNTEERS ARE EXPECTED TO BE PRIMARILY INVOLVED WITH THIS CONCEPT, IT IS EXPECTED THAT THEY HAVE A NATURAL PERSONABLE DEMEANOR OF WHICH DEPICTS GENUINE CARE FOR OTHERS REGARDLESS OF THEIR MENTAL OR PHYSICAL DISPOSITIONS. THESE ELEMENTS OF THE PROGRAM ARE TO STRONGLY CONSIDERED IN THE HIRING PROCESS OF ALL STAFF AND THE SELECTION PROCESS OF BOARD MEMBERS AND CENTER VOLUNTRRS. AN ANNUAL ASSESSMENT OF CLIENT SATISFACTION WILL BE CONDUCTED THROGH A SURVEY AND WILL BE UTILIZED TO EVALUATE THIS SEGMENT OF THE PROGRAM AND CONTRIBUTE CURRENT DATE FOR ANNUAL AND LONG RANGE PLANNING. ARLINGTON GERIATRIC MENTAL HEALTH CENTER GOALS IS TO REMOVE TRANSPORTATION PROBLEMS AS BARRIERS TO UTILIZATION OF SERVICES BY THE UNDER SERVED AND ECONOMICALLY DISADVANTAGED COMMUNITIES IN THE ARRAS INFORMATION GATHERED FROM THIS CONCEPT OF PRIMARY CONCERN THAT IT IS TO BE USED TO IMPROVE EXISTING SERVICES AND EXPAND THE MODEL TO OTHER SIMILAR COMMUNITY POCKETS OF THE COUNTY. TO ACCOMPLISH THIS TASK THE BOARD OF DIRECTORS IS COMMITTED TO PROMOTE POLITICAL EDUCATIONAL AND SOCIAL ADVOCACY AT ALL LEVELS OF PROGRAM OPERATIONS AND THE COMMUNITY.

OFFICERS

THE AFFAIRS OF THIS CORPORATION ARE TO BE MANGED BY NOT LESS THAN THRE (3) MEMBERS OF THE CORPORATION IN GOOD S^TANDING, WHO SHALL COMPRISE THE BOARD OF DIRECTORS, THE ELECTION OF THE BOARD OF DIRECTORS SHALL TAKE PLACE AT THE ANNUAL MEETING OF THE CORPORATION TO BE HELD IN THE MONTH OF JANUARY OF EACH YEAR AT JACKSONVILLE, FL. COUNTY OF DUVAL, STATE OF FLORIDA.

FROM THE BOARD OF DIRECTORS THERE SHALL BE ELECTED THE FOLLOWING OFFICERS:

PRESIDENT

VICE PRESIDENT

SECRETARY

TREASURER

SUCH OFFICERS ARE TO BE ELECTED BY THE MEMBERS OF THE BOARD OF DIRECTORS AND SERVICE FOR ONE YEAR EACH.

ALL LEGAL INSTRUMENTS OF THE CORPORATION SHALL BE SIGNED BY THE PRESIDENT, OR VICE PRESIDENT, SEALED WITH THE CORPORATIONS SEAL AND ATTESTED BY THE SECRETARY, OR IN SUCH MANNER AS MAY BE AUTHORIZED BY LAWS OF THE STATE.

THE BOARD OF DIRECTORS SHALL MAKE A REPORT OF THEIR RECEIPTS DISBURSEMENTS, AND BALANCES, AS WELL AS THE CORPORATION AFFAIRS OF CORPORATION ANNUAL MEMBERSHIP MEETING OF THE CORPORATION AND ALL MEMBERS SHALL BE ENTITLED TO RECEIVE A COPY OF SAID REPORT.

SPECIAL PROVISIONS

NOMINATIONS FOR THE BOARD OF DIRECTORS MAY BE MADE FROM THE FLOOR AND ELECTION OF SAID OFFICERS SHALL BE HELD ON THE NIGHT IN ORDER TO EXPEDITE THE BUSINESS OF THE CORPORATION. A MAJORITY VOTE OF THOSE MEMBERS PRESENT SHALL BE REQUIRED FOR THE ELECTION OF THE

OFFICERS

PRESIDENT

THE PRESIDENT TRADITIONALLY, IS THE MOST POWERFUL OFFICER ON THE BOARD. HE (SHE) HAVE THE POWER TO BIND THE CORPORATION TO IT'S POLICIES AND PROCEDURE. DIRECT THE CORPORATION DAY TO DAY AFFAIRS., SUBJECT TO POLICY DIRECTIVES FROM THE BOARD.

VICE PRESIDENT

THE VICE PRESIDENT GENERALLY ACTS FOR THE PRESIDENT IN HIS OR HER ABSENT AND PREFORMS OTHER DUTIES ASSIGNED BY THE PRESIDENT OR THE BOARD. THE VICE-PRESIDENT GENERALLY DOES NOT HAVE POWER TO BIND THE CORPORATION UNLESS HE OR SHE IS DELEGATED SPECIFIC AUTHORITY ON A PARTICULAR POINT.

SECRETARY

THE SECRETARY IS RESPONSIBLE FOR GIVING NOTICE OF SHAREHOLDER'S AND DIRECTOR'S MEETINGS, RECEIVING AND SENDING CORPORATE CORRESPONDENCE, RECORDING STOCKHOLDERS ON THE CORPORATIONS BOOKS, KEEPING MINUTES OF STOCKHOLDERS, BOARD, EXECUTIVE COMMITTEE MEETING, FILING REPORTS, AND STATEMENTS AS REQUIRED BY LOCAL LAW, CERTIFYING CORPORATE DOCUMENTS, AND PERFORMING ANY OTHER DUTIES ASSIGNED BY THE BOARD OR THE PRESIDENT.

TREASURER

THE TREASURER IS RESPONSIBLE FOR CORPORATE FUNDS AND OTHER CORPORATE VALUABLES. HE OR SHE KEEPS ACCOUNTS OF RECEIPTS AND EXPENDITURES, OVERSEES DEPOSITS OF THE CORPORATION'S MONEY AND VALUABLES IN BANKS DESIGNATED BY THE CORPORATION, RENDERS ACCOUNTS ON REQUEST TO THE PRESIDENT OR THE BOARD, AND FREQUENTLY MAKES DISBURSEMENTS AND SIGNS CHECKS.

BOARD OF DIRECTORS. EACH NOMINATED FOR THE BOARD OF DIRECTORS AND SHALL BE COUNTED BY A COMMITTEE OF THREE (3) MEMBERS WHO SHALL BE APPOINTED BY THE PRESIDENT TO REPORT THE RESULTS OF THE ELECTION. THE MEMBERS SHALL BE NOTIFIED IN WRITING IN ADVANCE OF TIME AND PLACE OF THE ANNUAL MEETING. ANY VACANCY OCCURRING IN THE BOARD OF DIRECTORS CAUSED BY DEATH, RESIGNATION OR OTHERWISE, MAY BE FILLED AT ANY SPECIAL MEETING OF THE MEMBERSHIP BY A MAJORITY VOTE OF THE MEMBERS PRESENT, WHO SHALL SERVE FOR THE UNEXPIRED.

OTHER OFFICERS

IF THERE ARE TO BE AN ASSISTANT VICE-PRESENT, ASSISTANT SECRETARIES, ASSISTANT TREASURERS, AND SO FORTH, THEIR POSITIONS AND RESPONSIBILITIES COULD ALSO BE BRIEFLY LISTED AND DESCRIBED IN THE BYLAWS.

BECAUSE CERTAIN OFFICERS ARE RESPONSIBLE FOR CERTAIN DUTIES DOES NOT MEAN THAT THEY HAVE TO PERFORM SUCH DUTIES PERSONALLY. THEY MUST, HOWEVER, SEE TO IT THAT THE TASKS ARE PROPERLY PERFORMED BY WHOEVER HAS BEEN DELEGATED RESPONSIBILITY FOR ACTUALLY DOING THE WORK.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ARLINGTON GERIATRIC MENTAL HEALTH
(must include suffix)

DAY TREATMENT, INC.

2. The name and address of the registered agent and office is:

ALICE FISHER/MILDRED D. BADGER

(Name)

6318 ARLINGTON RD.

(Street address - P. O. Box not acceptable)

JACKSONVILLE, FL. 32211

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Alice Fisher / Mildred D. Badger
(Signature)

2/13/95
(Date)

FILED
95 FEB 23 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA