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CHRIS REISS

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SEC. STATE OF FLORIDA
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FLORIDA DIVISION OF CORPORATIONS
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SERVICES, INC.

NAME: BAYMED MENTAL HEALTH
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WILLIAM HARRISON
10/10

FAX AUDIT # H95000008090

ARTICLES OF INCORPORATION
OF
BAYMED MENTAL HEALTH SERVICES, INC.

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STATE
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is BayMed Mental Health Services, Inc. hereinafter referred to as the "Corporation".

ARTICLE II - TERM

The term of the Corporation shall be perpetual, except as provided in Article XIII hereof.

ARTICLE III - REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is 615 North Bonita Avenue, Panama City, Florida 32401, and the name of the initial registered agent at said address is Ronald V. Wolff.

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Florida Bar # 0220991
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
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ARTICLE IV - PURPOSES

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, for the following and several charitable, educational and scientific purposes:

(a) To support, promote, advance and strengthen Bay Medical Center, a special district, public body corporate and politic of the State of Florida pursuant to 1995 HB 2021, Laws of Florida, as now existing or as hereafter amended from time to time ("Bay Medical Center"); and

(b) To provide high quality mental health services through a coordinated, cost-effective health care system which includes the provision of mental health care, and services directed towards preventive care and patient education, and which is designed to improve community access to appropriate mental health care services, including:

(1) To carry on any educational activities related to rendering care to the sick and injured or the promotion of mental health which may be justified by the facilities, personnel, funds or other resources of this

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Corporation;

(2) To promote and carry on specific research related to the care of the sick and injured insofar as such research can be carried on in, or in connection with, the facilities and programs operated by this Corporation;

(3) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general mental health of the community;

(4) To employ such medical personnel, scientists, instructors, administrators and other persons as shall be desired to effectuate and perform the purposes and functions of this Corporation; and

(c) At the discretion of the Board of Directors of the Corporation, to support other not-for-profit or for-profit health care providers affiliated with Bay Medical Center.

ARTICLE V. - POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation, all the powers enumerated in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded, and to do and perform such acts

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and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida;

(b) To perform functions which are consistent with the purposes of Bay Medical Center;

(c) To form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations or other entities, whether or not any such entity is for-profit or not-for-profit, so long as this Corporation's participation herein is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized;

(d) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the foregoing purposes of the Corporation.

No part of the Corporation's activities shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of political propaganda or for influencing legislation, nor shall it participate

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in any political campaign on behalf of any candidate for public office.

ARTICLE VI - MEMBERSHIP

Section 1. Sole Member: The Sole Member of the Corporation shall be Bay Medical Center, whose principal offices are located at 615 North Bonita Avenue, Panama City, Florida 32401.

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE VII - SUBSCRIBERS

e name and address of the incorporator of this Corporation is:
Ronald V. Wolff
615 North Bonita Avenue
Panama City, Florida 32401

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of three (3) natural persons. The number of directors may be increased or decreased as

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provided in the Bylaws of the Corporation, but in no event shall there be less than three (3), nor more than nine (9) directors. The term of office of each director shall be two years. Each director shall be nominated by the Corporation and confirmed in office by the Sole Member in its sole discretion, and shall serve until the latter of the expiration of their term or the confirmation of their successor.

The following persons shall constitute the initial Board of Directors and shall serve until their successors are confirmed:

Ms. Hattie B. Burch
P.O. Drawer 820
Panama City, Florida 32402

Mr. Tommy M. Cooley
P.O. Box 2222
Panama City, Florida 32402

Mr. Michael Harding
P.O. Box 16028
Panama City, Florida 32402

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

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ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE X - ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors by vote of a majority of its number, with the approval of the Sole Member in its sole discretion, shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors by vote of a majority of its number, may amend, alter or repeal any provision to these Articles of Incorporation, subject to ratification by the Sole Member in its sole discretion.

ARTICLE XII - ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for

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the purpose of electing Officers of the Board and Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation unless another location is designated by the Board.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to Bay Medical Center or its successor, subsidiary or affiliate, or to one or more organizations exempt as organizations described in Section 501(c)(3) of the Code; and any assets so distributed shall be used exclusively for a public purpose.

IN WITNESS WHEREOF, I do make and file these Articles of Incorporation hereby declaring and certifying under oath that the

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facts herein are true, and I accordingly set my hand and seal at
Panama City, Florida on the date indicated below.

Date: July 24, 1995

Ronald V. Wolff
RONALD V. WOLFF, Incorporator

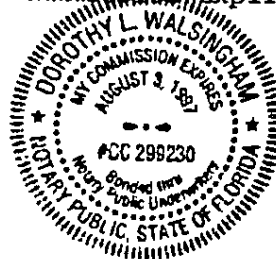
STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME personally appeared RONALD V. WOLFF, who did not
take an oath, and who is personally known to me and who executed
the foregoing Articles of Incorporation, and he acknowledged before
me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last
named above this 24th day of July, 1995.

Dorothy L. Walsingham
Notary Public
Notary Public - State of Florida
My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said act:

First, that BayMed Mental Health Services, Inc., a corporation
for not-for-profit, desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation, at 615 North Bonita Avenue, Panama City,
Florida has named Ronald V. Wolff located at 615 North Bonita
Avenue, Panama City, Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

Ronald V. Wolff
Ronald V. Wolff
Registered Agent

95 JUL 25 AM 10:14

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