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NAME: THE RETRET HOSPITAL ORGANIZATION, INC.
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7/31

FILED
55 JUL 31 PM 3:57
SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

THE RETREAT PHYSICIAN HOSPITAL ORGANIZATION, INC.
(A Florida Not-for-Profit Corporation)

FILED
95 JUL 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator for the purpose of forming a not-for-profit corporation, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the organization shall be The Retreat Physician Hospital Organization, Inc.

ARTICLE II

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is:

555 S.W. 148th Avenue
Sunrise, Florida 33325

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida, and expressly for the purpose of establishing, managing, and operating a mental health services network and related managed health care enterprises.

BROAD & CASSEL
201 S. Biscayne Blvd. #3000
Miami, FL 33131
(305) 373.9400
FL. Bar No. 722685 / Barbara Del Castillo, Esq.

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ARTICLE IV**MEMBERSHIP**

Qualifications for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 201 S. Biscayne Boulevard, Suite 3000, Miami, FL 33131, and the name of the Corporation's initial registered agent at that address is B & C Corporate Services, Inc.

ARTICLE VI**BOARD OF DIRECTORS**

The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of no less than twelve (12) directors. The Board of Directors shall be divided into two (2) groups to be known as Hospital Directors and Medical Staff Directors, respectively. The Hospital Directors shall vote as a unit, and the Medical Staff Directors shall vote as a unit. Each unit shall cast one (1) vote on all matters before the Board of Directors. A unanimous vote as cast by unit of the Hospital Directors and by unit of the Medical Staff Directors shall constitute the acts of the Board of Directors.

Hospital Directors: The names and addresses of the persons who shall serve as the initial Hospital Directors of the Corporation are as follows:

Mike Hoffman
Executive Director
The Retreat Psychiatric Hospital, Ltd.
555 S.W. 148th Avenue
Sunrise, FL 33325

Alton Smith
Assistant Admin.
The Retreat Psych. .1, Ltd.
555 S.W. 148th Avenue
Sunrise, FL 33325

Nancy Ansley
Chief Financial Officer
The Retreat Psychiatric Hospital, Ltd.
555 S.W. 148th Avenue
Sunrise, FL 33325

F. Des Goldberg, President
The Manors
1527 Riverside Drive
Tarpon Springs, FL 34689

There shall be such other Hospital Directors as may be set forth in the Bylaws.

Medical Staff Directors: The Medical Staff Directors shall be duly licensed health care professionals under Florida law and shall consist of no less than the following: two (2) psychiatrists, two (2) psychologists, two (2) mental health professionals, and one (1) physician member of The Retreat's consulting staff. The names and addresses of the persons who shall serve as the initial Medical Staff Directors and their respective terms are as follows:

Rick Harris, Psy.D.
8551 W. Sunrise Boulevard #206
Plantation, FL 33326

Barbara Irving, LMFT
12463 NW 10 Place
Sunrise, FL 33323

Howard Israel, Ph.D.
4020B Sheridan Street
Hollywood, FL 33021
Ely Pelta, MD
10854 Wiles Road
Coral Springs, FL 33076

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Richard Seely, MD
555 SW 148 Avenue
Sunrise, FL 33325

Philip Solomon, R.Ph.
5400 S. University Drive #109
Davie, FL 33328

Scott Tannenbaum, MD
17330 NW 7 Avenue Suite 101
Miami, FL 33076

The manner and election, removal, and filling of vacancies of Directors shall be regulated by the Bylaws.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

Mike Hoffman
Executive Director
The Retreat Psychiatric Hospital, Ltd.
555 S.W. 148th Avenue
Sunrise, FL 33325

ARTICLE VIII

OFFICERS

The Officers of the Corporation shall consist of two (2) Co-Chairmen, a President, a Secretary, a Treasurer, and such assistant officers as shall be provided for in the Bylaws; provided, one (1) Co-Chairman shall be a Hospital Director and the other Co-Chairman shall be a Medical Staff Director.

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ARTICLE IX**DISSOLUTION**

In the event of dissolution or winding up of this Corporation, the residual assets of this Corporation shall be turned over to one or more organizations that are themselves exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Code, or to any federal, state or local government for exclusively public purposes.

ARTICLE X**LIMITATIONS**

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 persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

ARTICLE XI**BYLAWS**

The Bylaws of the Corporation shall be adopted and may be altered or rescinded by the affirmative vote of the Board of Directors in the manner provided in the Bylaws.

ARTICLE XII**ARTICLES OF INCORPORATION**

Amendments to these Articles of Incorporation shall be adopted and acted upon only by the Board of Directors in the same manner as all other business of the Corporation as provided for in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 22 day of July, 1995.

Mike Hoffman
Mike Hoffman, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, in and for said State of Florida at Large, personally appeared Mike Hoffman, to me known and known to me to be the person who signed the foregoing Articles of Incorporation, and severally acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at Sunrise in the County of Broward, and State of Florida, this 20 day of July 1995.

Cathy Vankorlaar
Notary Public, State of Florida

My Commission Expires: April 6, 1998



CATHY VANKORLAAR
COMMISSION # 00382186
EXPIRES APR 6, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of The Retreat Physician Hospital Organization, Inc., as made in the foregoing Articles of Incorporation.

Date: JULY 25, 1995.

Delisa D. Licht
B & C Corporate Services, Inc.

FILED
95 JUL 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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