



THE UNITED STATES
CORPORATION
COMPANY

N9500003949

ACCOUNT NO. : 072100000032

REFERENCE : 042711 4303929

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 43.75

ORDER DATE : November 24, 1998

ORDER TIME : 12:37 PM

ORDER NO. : 042711-005

700002695757--4

CUSTOMER NO: 4303929

CUSTOMER: Ms. Rosa Wong
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: LAS BRISAS COMMUNITY MENTAL
HEALTH CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
98 NOV 24 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 NOV 24 PM 1:12
DIVISION OF CORPORATION

Am + Rest.
OC 11/24

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

**LAS BRISAS COMMUNITY MENTAL HEALTH CENTER, INC.
(A Florida Not-For-Profit Corporation)**

FILED
98 NOV 24 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, Las Brisas Community Mental Health Center, Inc., a nonprofit corporation organized and existing under the laws of the state of Florida, hereby amends and restates its articles of incorporation to read as follows:

Article I.
NAME

The name of this corporation shall be Las Brisas Community Mental Health Center Inc., (hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 9965-7 SW 142nd Avenue, Miami, Florida 33186.

Article III.
PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of operating a community mental health center and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which nonprofit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article IV.
MEMBERSHIP

The members of the Corporation shall be the incumbent directors of the corporation whose manner of election shall be as provided 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 11645 SW 90th Terrace, Miami, Florida 33176; and the name of the Corporation's initial registered agent at that

address is Eleanor Cohen.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

Article VII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Eleanor Cohen
11645 SW 90th Terrace
Miami, Florida 33176

Article VIII.
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

Article IX.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Amended and Restated Articles of Incorporation on this 20 day of November, 1998.

A handwritten signature in cursive script, appearing to read "Eleanor Cohen", written over a horizontal line.

Eleanor Cohen
Incorporator

CERTIFICATE

Las Brisas Community Mental Health Center, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation") hereby certifies pursuant to Sections 617.1002 and 617.1096, Florida Statutes, that:

1. The name under which the Corporation was originally incorporated was Las Brisas Community Mental Health Center, Inc.

2. Its original Articles of Incorporation was filed on August 17, 1995.

3. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors at a meeting held on *October 2*, 1998 and the number of votes cast for the amendments were sufficient for approval.

4. The Amendments to the Articles of Incorporation amend the Articles of Incorporation in their entirety to read as follows:

Pursuant to Section 617.1007, Florida Statutes, Las Brisas Community Mental Health Center, Inc., a nonprofit corporation organized and existing under the laws of the state of Florida, hereby amends and restates its articles of incorporation to read as follows:

Article X. NAME

The name of this corporation shall be Las Brisas Community Mental Health Center Inc., (hereinafter called the "Corporation").

Article XI. PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 9965-7 SW 142nd Avenue, Miami, Florida 33186.

Article XII. PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of operating a community mental health center and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which nonprofit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article XIII. MEMBERSHIP

The members of the Corporation shall be the incumbent directors of the corporation whose manner of election shall be as provided in the bylaws of the Corporation.

Article XIV.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11645 SW 90th Terrace, Miami, Florida 33176; and the name of the Corporation's initial registered agent at that address is Eleanor Cohen.

Article XV.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

Article XVI.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:
Eleanor Cohen
11645 SW 90th Terrace
Miami, Florida 33176

Article XVII.
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

Article XVIII.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the

publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Dated this th 20 day of November, 1998

Las Brisas Community Mental Health Center, Inc.

By:  its
President