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REPLY TO:
P.O. BOX 550567
JACKSONVILLE, FL 32256-0567

March 12, 1996

N 96000001414
New Filings Section
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Coastal Mental Health Services, Inc.

Gentlemen:

Enclosed herewith are the original Articles of Incorporation for the above nonprofit corporation to be filed in your office. Also enclosed is our check in the amount of \$70.00 to cover the following filing fees:

Filing fee	\$ 35.00
Registered Agent fee	<u>35.00</u>
Total	\$ 70.00

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson
Peggy Adolphson
Legal Assistant to Steven C. Koegler

pa
Enclosures

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**ARTICLES OF INCORPORATION
OF
COASTAL MENTAL HEALTH SERVICES, INC.**

**ARTICLE I.
Name, Seal And Offices.**

Section 1. Name. The name of this corporation is and shall be: Coastal Mental Health Services, Inc.

Section 2. Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge the words "Coastal Mental Health Services, Inc."

Section 3. Offices. The initial principal business office of the corporation shall be at 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256. The corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purpose of the corporation may require.

**ARTICLE II.
Statement Of Corporation Nature.**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to Chapter 617 of the Florida Statutes.

This corporation is organized under a non-stock basis.

**ARTICLE III.
Purposes.**

Section 1. To provide mental health care to residents of nursing homes and assisted care facilities.

Section 2. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Section 3. The purposes for which the Corporations is organized shall be confined to those which are strictly charitable and relative to professional mental health care.

Section 4. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or

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distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

ARTICLE IV.

Term.

This corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE V.

Membership.

The sole class of members of this corporation shall be its Directors and such other persons of moral character who may become members by a 2/3 vote of the existing membership.

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VI.

Subscribers.

The name and address of the subscriber to these Articles of Incorporation is:

Steven C. Koegler 10151 Deerwood Park Blvd., Bldg. 100, Suite 200
Jacksonville, Florida 32256

ARTICLE VII.

Powers.

The corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, 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 States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII.
Registered Agent.

The street address of the initial registered office shall be 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256 and the name of the initial registered agent of the corporation at that address is Steven C. Koegler.

ARTICLE IX.
Management Of Corporate Affairs.

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be not less than three. Initially, the Board of Directors shall consist of four members, provided however, that such number may be changed (but in no event to a number less than three) by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until their successors are duly elected and qualified.

Annual meetings shall be held in the month of February each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. The Directors shall be elected at each annual meeting of the members. Each Director shall hold office for one (1) year and until his successor is elected, qualified, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

Nancy Parker	10016 North Leisure Lane Jacksonville, Florida 32256
Kaye Henderson	4227 Water Oak Lane Jacksonville, Florida 32210
Teri L. Cable	50 Royster Drive Shell Point, Florida 32327
Bernard J. Haddock	10 Sugar Mill Drive Callawassie Island Okatie, South Carolina 29910

Section 2. Corporate Officers. The Board of Directors shall elect the following officers: President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE X.

Bylaws.

Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XI.

Dedication Of Assets

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII.
Distribution Of Assets.

In the event of dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax codes or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE XIII.
Amendment of Articles.

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of two-thirds of a quorum of members of the corporation.

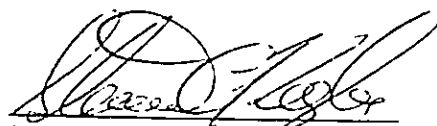
ARTICLE XIV.
Miscellaneous.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the sole incorporator of this corporation, and being the subscriber to this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation this 12 day of March, 1996.

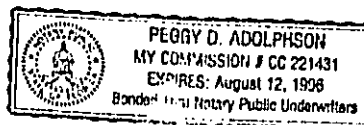

Steven C. Koegler

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 12th day of March, 1996, by Steven C. Kogler, who is personally known to me or who has produced identification.

Peggy D. Adolphson
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



☒ Personally known.

☐ Produced _____ as identification.

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

First, that Coastal Mental Health Services, Inc., desiring to organize as a non-profit corporation under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Steven C. Kogler, located at 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, 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 place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: 
Steven C. Kogler, Registered Agent

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