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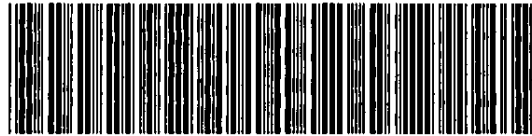
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Amend  
Name chg  
@ 4.9.10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 24, 2010

SOUTH FLORIDA PROVIDER COALITION INCORPORATED  
% STEPHEN ZUCKERMAN  
2140 SOUTH DIXIE HIGHWAY - SUITE 205  
MIAMI, FL 33133

SUBJECT: SOUTH FLORIDA PROVIDER COALITION, INCORPORATED  
Ref. Number: N96000002803

We have received your document for SOUTH FLORIDA PROVIDER COALITION, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must have original signatures.

Photo copies are not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 910A00007220

RESTATED

ARTICLES OF INCORPORATION OF THE

SOUTH FLORIDA PROVIDER COALITION, INCORPORATED

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ARTICLE I. NAME AND LOCATION

Pursuant to the provisions of Section 617-1007, Florida Statutes, the undersigned corporation adopts the following Restated Articles of Incorporation.

FIRST: Restated Articles of Incorporation:

The name of the corporation is changed from the SOUTH FLORIDA PROVIDER COALITION, INCORPORATED to SOUTH FLORIDA BEHAVIORAL HEALTH NETWORK, INCORPORATED, hereafter referred to as the Network. The address of the principal office of the Network is: 2140 South Dixie Highway, Miami, Florida 33133. The Board of Directors may from time to time redesignate the principal office, and may establish other offices within the State of Florida as the activities of the Network indicate are advisable.

ARTICLE II. PURPOSES

The Network is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

The purposes for which the Network is formed are to serve the general need for mental health, substance abuse and/or behavioral health research, education, intervention, prevention and treatment services in all areas served by the Network, as that area may from time to time be determined by the Board of Directors, by providing the structure for cooperation and coordination among non-profit and for profit providers of such services: to serve as a Managing Entity, Administrative Service Organization and/or Provider Service Network and to provide any and all functions required or generally provided by Managing Entities, Administrative Service Organizations and/or Provider Service Networks; and, to promote the interests of the general public and the common interests of the Network by educating the public and representative bodies regarding the pervasiveness of mental health, or substance abuse and/or behavioral health service needs in the community and the efficacy of available service options.

Within these purposes, the Network may solicit and accept property by grant, contract, gift, devise and bequest, invest and reinvest the same, and apply the principal and income thereof, as the Board of Directors may from time to time determine, either directly or indirectly or through contributions to any organization or organizations organized exclusively for

charitable, scientific and educational purposes, and engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

The Network may do all acts and things requisite, necessary, proper and desirable to carry out and further the purpose for which this Network is formed: and, in general, may have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida and the United States of America applicable to corporations of this character including, but not limited to, the powers described in Chapter 617, Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Network. Each and all of the objects, purposes and powers of Network, however, shall be exercised, construed and limited in their application to accomplish the charitable, scientific and educational purposes for which this Network is formed.

### ARTICLE III. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

### ARTICLE IV. BOARD OF DIRECTORS

The corporation is governed by a Board of Directors. The voting membership of the Network shall be the Board of Directors composed of designated representatives of providers of substance abuse, mental health, prevention and behavioral health services and individuals served and family members, community stakeholders and other organizations, concerned individuals and at least one representative from both Miami-Dade and Monroe Counties. The Board of Directors shall establish a schedule of Dues for the Provider Board Members. The Board of Directors may provide for additional classes of non-voting membership in the By-Laws of the Network.

### ARTICLE V. MEMBERS

The corporation shall not have any voting members.

### ARTICLE VI. MANAGEMENT

The affairs of the Network shall be managed by a Board of Directors consisting of no less than three (3) members. The manner of election or designation of directors shall be provided for in the By-Laws. The officers shall be elected by the Board from among its number. These shall consist of a Chair (President), Past Chair, one or more Vice Chairs, a Secretary and Treasurer and such additional offices as may be provided for in the By-Laws.

### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Network is three and the names and addresses of the persons who are to serve as initial directors until their successors are chosen are:

Barney T. Bishop	501 East Tennessee Street Tallahassee, Florida 32308
Robert R. Reymolds	501 East Tennessee Street Tallahassee, Florida 32308
Michael W. Dugger	Post Office Box 10674 Tallahassee, Florida 32302-2674

#### ARTICLE VIII. AMENDMENTS

An Amendment to the Articles of Incorporation may be made when proposed by no less than five (5) voting Board Members , or by resolution of the Board of Directors, and if approved at any regular or special Board Meeting by two-thirds (2/3) vote of the voting Board Members in attendance, provided a quorum is present. Not less than fifteen (15) days written notice setting forth the proposed amendment(s) and its purpose shall have been given to all the voting Board Members by U.S. Mail prior to the meeting at which the amendment is to be considered, addressed to their addresses as shown in the records of the Network. An amendment to the By-Laws may be made in accordance with applicable provisions thereof.

#### ARTICLE IX. OTHER PROVISIONS

In furtherance, but not in limitation, of the powers conferred by statute, the following provisions are made for the regulation of the business and conduct of the affairs of the Network:

1. The Network shall neither have nor exercise any power, nor shall it engage directly or indirectly, in any activity that would invalidate its status as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code.

2. No part of the net earnings of the Network shall inure to the benefit of any Board Member, whether during the Network's period of duration or upon its dissolution, and no officer, Board of Director or non-voting member of the Network, shall, as such, at any time have or receive or be entitled to have or receive, any proprietary interest in or part of the Network's property or assets or any pecuniary profit or particular benefit from the Network; provided, however, that compensation may be paid for any services rendered to, and reimbursement may be made for any expenses incurred on behalf of the Network by any officer, Board of Director, non-voting member, agent, or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors.

3. The Network shall not operate for the primary purpose of carrying on a trade or business for profit or engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code.

#### ARTICLE X. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Network, all of its assets and property of every nature and description whatsoever remaining after the payment of liabilities and obligations of the Network, but not including assets held by the Network under condition requiring return, transfer or conveyance which occurs by reason of the dissolution of the Network, shall be paid over and transferred to another entity or entities selected by the Network's Board of Directors exempt from tax as a charitable, scientific or educational organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) having substantially similar purposes, and no portion of said assets and property shall inure to the benefit of any Board Member of the Network or any enterprise organized for profit

#### ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The location of the registered office of the Network is: 2140 S. Dixie Highway, Miami, Florida 33133; the name of the registered agent at such location is John Dow. The Board of Directors shall continuously maintain such an office and agent in the State of Florida, and shall provide notice of any change in either office or agent in accordance with applicable law.

SECOND: The date of adoption of the Restated Articles of Incorporation is  
March 12, 2010.

THIRD: There are no members or members entitled to vote on the Restatement. The Restatement was adopted by the Board of Directors.

Signed this 12<sup>th</sup> day of March 2010.

South Florida Behavioral Health Network, Incorporated  
Corporation Name

By Robert S. Ward  
(Chair, Vice Chair, President or other Officer)

Robert S. Ward  
Typed or Printed Name

Chairman  
Title