

Jul. 17. 2015 12:27PM Gray Robinson

Division of Corporations

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Florida Department of State

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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INC.**

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**ARTICLES OF AMENDMENT TO
AMENDED ARTICLES OF INCORPORATION OF
LAKESIDE BEHAVIORAL HEALTHCARE FOUNDATION, INC.**

THE UNDERSIGNED, of LAKESIDE BEHAVIORAL HEALTHCARE FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Amended Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is LAKESIDE BEHAVIORAL HEALTHCARE FOUNDATION, INC., formerly known as Lakeside Alternatives Foundation, Inc., and the Corporation's Florida document number is N97000001746.

ARTICLE SECOND: ARTICLE I – NAME / PRINCIPAL OFFICE of the current Amended Articles of Incorporation is hereby deleted in its entirety and restated as follows:

**"ARTICLE I
NAME / PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the Corporation shall be: ASPIRE HEALTH PARTNERS FOUNDATION, INC., a Florida not for profit corporation, formerly known as Lakeside Behavioral Healthcare Foundation, Inc. The principal office and mailing address of the Corporation shall be 1800 Mercy Drive, Suite 100, Orlando, Florida 32808."

ARTICLE THIRD: ARTICLE II – PURPOSES of the current Amended Articles of Incorporation is hereby deleted in its entirety and restated as follows:

**"ARTICLE II
PURPOSES / POWERS / DISSOLUTION**

The purpose and objectives for which this Corporation is to be organized and incorporated shall be:

1. To solicit, acquire, accept, hold, invest, reinvest, and administer any gifts, bequests, devises, trusts (and the benefits thereof), and property of any kind or sort, without limitation as to amount or value, and to use, disburse, or donate the income

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therefrom, the principal, or both, for the purpose of providing funds for operating or capital expenditures, or both, of ASPIRE HEALTH PARTNERS, INC., a Florida not for profit corporation, formerly known as Lakeside Behavioral Healthcare, Inc. (so long as it is an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) and of any affiliate or subsidiary of said corporation so long as such affiliate or subsidiary is also exempt from taxation under Section 501(c)(3) of the Code.

2. (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members [unless such member is exempt under Section 501(c)(3) of the Code] or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by such persons.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, gender, or age. It is the specific intention of the Corporation that the purposes and application of the Corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

(e) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code of 1986, and the applicable rules and regulations thereunder.

(f) No compensation shall be paid to any Officer, Director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

(g) The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

3. Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to ASPIRE HEALTH PARTNERS, INC., a Florida not for profit corporation, formerly known as Lakeside Behavioral Healthcare, Inc. (so long as it is an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereafter "Exempt")). Should ASPIRE HEALTH PARTNERS, INC. no longer be in existence or no longer be Exempt, then the Corporation's remaining assets, if any, shall be distributed by the Board of Directors to any one (1) or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located, to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

4. In accomplishing the foregoing purposes subject to the limitations as set forth above, the Corporation will be authorized to exercise all powers of a corporation not for profit organized under Chapter 617, Florida Statutes."

ARTICLE FOURTH: **ARTICLE III – MEMBERSHIP** of the current Amended Articles of Incorporation is hereby deleted in its entirety and restated as follows:

"ARTICLE III
MEMBERSHIP

The sole voting member of the Corporation shall be ASPIRE HEALTH PARTNERS, INC., a Florida not for profit corporation, formerly known as Lakeside Behavioral Healthcare, Inc. (the "Member"). The Bylaws may provide for additional classes of members; provided, however, that such additional classes shall not have voice nor vote in connection with the affairs of the Corporation."

ARTICLE FIFTH: **ARTICLE VI – MANAGEMENT** of the current Amended Articles of Incorporation is hereby deleted in its entirety and restated as follows:

"ARTICLE VI
MANAGEMENT

The business affairs and the property of the Corporation shall be managed by a Board of Directors, numbering not less than three (3). The number of Directors shall be fixed in the Bylaws of the Corporation. Officers and Directors shall be elected and serve such terms as provided in the Bylaws of this Corporation."

ARTICLE SIXTH: The foregoing amendments to the Articles of Incorporation of the Corporation reflected herein were duly adopted by the sole Member (ASPIRE HEALTH PARTNERS, INC., a Florida not for profit corporation, formerly known as Lakeside Behavioral Healthcare, Inc.) and the Board of Directors of the Corporation, by a Joint Resolution executed on the 25th day of June, 2015, in accordance with the manner prescribed by the Florida Not For Profit Corporation Act, at a meeting called for that purpose, after the required notice was given.

ARTICLE SEVENTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand this 25 day of

June, 2015.

By: Jerry Kamb
Its: Janey Kassab
President