

N98000003381

Professional Community Mental Health Services Incorporated
1130 E. Donegan Avenue
Suite #2
Kissimmee, Florida 34744

June 5, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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06/09/98 01023-013
****122.50 ****122.50

Attn: New Filing Section

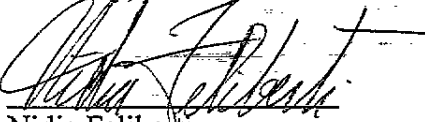
Dear Sir/Madam:

We the several persons whose names and addresses are set forth herein, desirous of forming ourselves in a corporation not for profit by the name of Professional Community Mental Health Services Incorporated, do hereby apply to have Professional Community Mental Health Services Incorporated under the laws of the State of Florida.

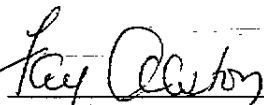
In support thereof, we submit the following:

1. Three (3) copies of Articles of Association.
2. Filing fees in the amount of \$122.50.

Sincerely,



Nidia Feliberti
President



Fay Alston
Vice President



Irene Prospere
Secretary/Treasurer

98 JUN -9 PM 1:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 6/11/98

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98 JUN -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL COMMUNITY MENTAL HEALTH SERVICES INCORPORATED
(FLORIDA CORPORATION NOT FOR PROFIT)

We the undersigned, residents of the State of Florida, pursuant to Chapter 617 Florida Statutes, have associated ourselves together and do hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a corporation, not for profit, pursuant to the following Articles of Incorporation. _____

ARTICLE I – NAME:

The name of the Corporation is **Professional Community Mental Health Services Incorporated**. Its principal office shall be situated at **1130 E. Donegan Avenue, Suite #2, Kissimmee, Florida 34744**, in the city of Kissimmee, County of Osceola and the State of Florida.

ARTICLE II – GENERAL AND SPECIFIC PURPOSES.

- A. The specific and primary purposes are:
- (1). 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 1954 or the corresponding provisions of any future United States Internal Revenue Law.
 - (2). Notwithstanding any other provisions of these Articles, this organization will not carry on any other 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 1954 or the corresponding provisions of any future United States Internal Revenue Law.
 - (3). The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.
- B. In furtherance, but not in limitation of the foregoing religious, charitable, educational, literary and scientific purposes, the Corporation shall have the following powers:
- (1). To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon, necessary or incidental to the accomplishment of the purposes set forth herein.
 - (2). To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

ARTICLE III – MEMBERSHIP

Any person who is a licensed mental health care practitioner making an application in due form to the Board of Management and admitted to membership pursuant to such application. There shall be four (4) categories of membership, namely, (a) foundation members, (b) subscribing members, (c) associate members, and (d) honorary members.

ARTICLE IV – EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V – INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nidia Feliberti	1130 E. Donegan Avenue, Suite #2, Kissimmee, FL 34744
Fay Alston	340 Sterling Lake Drive, Ocoee, FL 34761
Irene Prospere	5825 Pondwood Court, Orlando, Florida 32810

ARTICLE VI – MANAGEMENT

The affairs and business of this Corporation shall be conducted by a Board of Directors, who shall be elected by the membership pursuant to the bylaws for a period of two (2) years. The officers shall consist of a President, Vice President, and Secretary/Treasurer. The Officers shall be elected by the membership for a period of two (2) years, provided that the foundation members may be elected to any office for life.

ARTICLE VII – OFFICERS

The names of the officers who are to serve until the first election are as follows:

President	-	Nidia Feliberti
Vice President	-	Fay Alston
Secretary/Treasurer	-	Irene Prospere

ARTICLE VIII – BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (5) persons. However, the officers names in Article VII hereof shall constitute the Board and shall be entitled to act as such until the first election of the full Board.

ARTICLE IX – DISTRIBUTION OF ASSETS

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusively public purpose.

ARTICLE X – AMENDMENTS

The Articles of Incorporation and bylaws may be made, amended, altered or recinded by two-thirds (2/3) vote of the Board of Directors or membership present and voting at any regular meeting or special meeting called for that purpose.

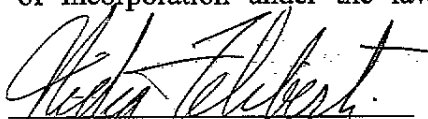
ARTICLE XI – PRIVATE FOUNDATION

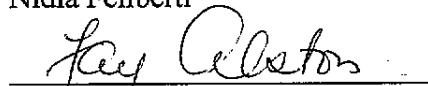
In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for such taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; and shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE XII – REGISTERED AGENT

Nidia Feliberti is designated as the registered agent of the Corporation and may be served at **1130 E. Donegan Avenue, Suite #2, Kissimmee, Florida 34744**. Her undersigned signature connotes her acceptance of said designation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this day of June, 1998.


Nidia Feliberti


Fay Alston


Irene Prospere

STATE OF FLORIDA

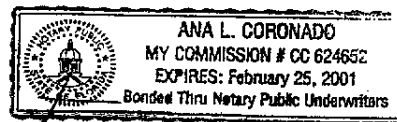
COUNTY OF ORANGE

Personally appeared before me, the undersigned authority on this 6 day of June, 1998, **Nidia Feliberti, Fay Alston and Irene Prospere**, who identified themselves to me, and who, being first duly sworn, each freely and voluntarily, in my presence, subscribed to the foregoing Articles of Incorporation by signing their respective names thereto, for the purpose expressed therein.

WITNESS MY HAND AND SEAL, in the County and State aforesaid, this 6 day of June, 1998.

Ana L. Coronado

My Commission expires:



ACCEPTED:

Nidia Feliberti

Nidia Feliberti
Registered Agent

FILED
98 JUN -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA