

N98000006803



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 049113 4303929

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 78.75

ORDER DATE : December 2, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 049113-005

CUSTOMER NO: 4303929

600002700406--2

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: SUNNY DAY COMMUNITY MENTAL
HEALTH CENTER, INC.

EFFECTIVE DATE: FILE FIRST

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -2 PM 2:38

98 DEC 2 PM 12:08
RECEIVED
12/2/98

**ARTICLES OF INCORPORATION
OF
SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC.
(A Florida Corporation Not for Profit)**

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**ARTICLE I
Name**

The name of this corporation is SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC. (hereinafter called the "Corporation").

**ARTICLE II
Principal Place of Business and Mailing Address**

The address of the principal office of the Corporation shall be 4890 N.W. 7 Street, Miami, Florida 33126.

**ARTICLE III
Purpose**

This is a Corporation not for profit which is organized exclusively to operate a Community Mental Health Center and otherwise provide community mental health services.

**ARTICLE IV
Manner of Election of Directors**

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall be as set forth in the Bylaws and appointed by Minutes, but in no case shall the number be less than three.

**ARTICLE V
Limitation of Corporate Powers**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI
Initial Registered Agent and Street Address

The mailing address of the Corporation's initial registered agent is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VII
Incorporator

The name and mailing address of the incorporator is:

Rosie Abreu
4890 N.W. 7 Street
Miami, Florida 33126

(the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VIII
Number and Names of Directors

The number consisting the initial Board of the Corporation is three (3). The names and mailing addresses of the persons who are to serve as the initial Board is:

Thomas Urriola	Jose Calderon	Carlos Bruzon
2072 S.W. 57 Court	7930 NW 167th Terrace	1432 West 49th Street
Miami, Florida 33155	Miami, Florida 33016	Hialeah, Florida 33012

ARTICLE IX
Membership

This Corporation shall have one member initially.

ARTICLE X
Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XI
Disposal of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation.

ARTICLE XII
Amendment of Articles

These Articles of Incorporation shall be amended and/or restated only by an action of a majority of the members of the Board of Directors of the Corporation.

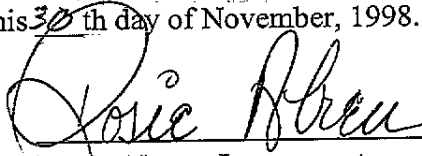
ARTICLE XIII
Amendment of Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the members of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XIV
Liability of Directors

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, does make this certificate, hereby declaring and certifying that the facts herein stated are true on this 30th day of November, 1998.

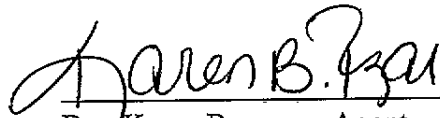


Rosie Abreu, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes § 617.0202.

Corporation Service Company



By: Karen Rozar, as Agent

Date: ^{December} November 2, 1998

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