



N98000007393

ACCOUNT NO. : 072100000032

REFERENCE : 053835 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 4, 1998

ORDER TIME : 9:38 AM

ORDER NO. : 053835-005

CUSTOMER NO: 5801A

CUSTOMER: Ms. Michele Alaniz  
Pavese Garner Haverfield

1833 Hendry Street  
Fort Myers, FL 33901-3095

**RESUBMIT**

Please give original  
submission date as file date.

FILED  
98 DEC 17 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~DOMESTIC AMENDMENT FILING~~

*Conversion profit to non profit*

NAME: CELESTIAL HEALTH CENTER, INC.

EFFECTIVE DATE:

100002721841--0

-12/24/98--01043--011

\*\*\*\*\*35.00 \*\*\*\*\*35.00

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

100002721841--0

-01/04/99--01001--005

\*\*\*\*\*43.75 \*\*\*\*\*43.75

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

896000012429

B. REGISTER DEC 31 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 11, 1998

CSC

TALLAHASSEE, FL

SUBJECT: CELESTIAL HEALTH CENTER, INC.

Ref. Number: W98000027842

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CELESTIAL HEALTH CENTER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Conversions from profit to non profit must be filed pursuant to 617.1805, 1806, & 1807 F.S. along with new articles of incorporation for non profit pursuant to 617.0202 F.S.

Also there is a balance due of \$35.00.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the original and one copy of 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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 598A00058651

IN THE CIRCUIT COURT, TWENTIETH  
JUDICIAL CIRCUIT, IN AND FOR  
LEE COUNTY, FLORIDA

IN RE: CELESTIAL HEALTH CENTER,  
INC.,

File Number: *98-8378 CALG*

Petitioner.

FILED LEE CO. FLORIDA  
CLERK OF COURTS  
98 NOV 16 PM 12:43  
BY *[Signature]*

**ORDER APPROVING CONVERSION OF CORPORATION  
FOR PROFIT TO CORPORATION NOT FOR PROFIT**

Petitioner, CELESTIAL HEALTH CENTER, INC., filed its petition to convert the nature of CELESTIAL HEALTH CENTER, INC. from a for-profit corporation to a not-for-profit corporation on November 4, 1998, with proposed Articles of Incorporation attached.

This Court finds that the petition and Articles are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that Petitioner, CELESTIAL HEALTH CENTER, INC., be converted in form from a for-profit corporation to a not-for-profit corporation under the laws of this state.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of CELESTIAL HEALTH CENTER, INC. become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

DONE AND ORDERED in Fort Myers, Lee County, Florida, this *16<sup>th</sup>* day of *November*, 1998.

cc: Mary Vlasak Snell, Attorney

*[Signature]*  
Circuit Judge  
I CERTIFY THIS DOCUMENT TO BE A TRUE  
AND CORRECT COPY OF THE ORIGINAL ON  
FILE IN MY OFFICE, CHARLIE GREEN,  
CLERK CIRCUIT/COUNTY COURTS  
LEE COUNTY, FLORIDA  
DATED: *11-19-98*  
BY: *[Signature]*  
Deputy Clerk

FILED  
98 DEC -7 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CELESTIAL HEALTH CENTER, INC.  
A Corporation Not For Profit**

**FILED**

98 DEC -7 AM 11:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, acting as incorporator of CELESTIAL HEALTH CENTER, INC., a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation (hereinafter called Corporation) is CELESTIAL HEALTH CENTER, INC., a corporation not for profit.

**ARTICLE II  
TERM OF EXISTENCE**

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be 3660 Central Avenue, Suite 4, Fort Myers, Florida, 33901, and the mailing address of the Corporation shall be the same.

**ARTICLE IV  
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(C)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporations 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, or in opposition to, any candidate for public office.

It is the intent and purpose of the corporation to operate a Community Mental Health Center. The corporation may engage in any and all lawful activities, not inconsistent with these purposes.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code ( or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

#### ARTICLE V MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, voting and other rights and privileges of members, and their liability for dues, if any, and the method of collecting dues shall be as regulated in the Bylaws.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3660 Central Avenue, Suite 4, City of Fort Myers, County of Lee, State of Florida 33901. The name of its initial registered agent at that address is DAVID E. WOOD.

#### ARTICLE VII DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of three (3) member, initially. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but shall never be less than three (3), no more than five (5).

(a) TERMS OF OFFICE. Directors will generally serve a term of one (1) year each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the voting membership, except as heretofore provided. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
David E. Wood	3660 Central Avenue, Suite 4 Fort Myers, FL 33901
Oscar Roiz	3660 Central Avenue, Suite 4 Fort Myers, FL 33901
Jeff Brockman	3660 Central Avenue, Suite 4 Fort Myers, FL 33901

(d) 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 the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any 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 that relates to action taken in this manner 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 of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

#### ARTICLE VIII OFFICERS

The Corporation will have a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by the Board of Directors for a term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the members, but may be removed with or without cause by the Directors at any time.

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

<u>Name</u>	<u>Title</u>	<u>Address</u>
David E. Wood	President/Secretary	3660 Central Avenue, Suite 4 Fort Myers, FL 33901
Janet B. Wood	Vice President	3660 Central Avenue, Suite 4 Fort Myers, FL 33901

ARTICLE IX  
BASIS UNDER WHICH CORPORATION IS ORGANIZED

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X  
BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The bylaws may be amended, repealed, in whole or in part, by the Directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI  
AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the voting members of the corporation.

ARTICLE XII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or shall be distributed to the Federal government or a State or local government, for a public purpose.

ARTICLE XIII  
NAME AND ADDRESS OF INCORPORATOR

The names and addresses of the incorporator are:

David E. Wood

3660 Central Avenue, Suite 4  
Fort Myers, FL 33901

I, the undersigned, being the incorporator of the corporation, for the purpose of converting this corporation to a not for profit corporation under the Laws of Florida, has executed these Articles of Incorporation this 21 day of December, 1998.

*David E. Wood*

DAVID E. WOOD

STATE OF FLORIDA  
COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared DAVID E. WOOD, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 21<sup>st</sup> day of Dec., 1998.

(Notary Seal)

*Michele L. Alaniz*

Notary Public, State of Florida

My commission no. is:

My commission expires:



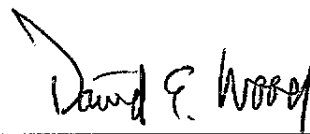


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That CELESTIAL HEALTH CENTER, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named DAVID E. WOOD, located at 3660 Central Avenue, Suite 4, City of Fort Myers, County of Lee, State of Florida, 33901, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
David E. Wood, Registered Agent

FILED  
98 DEC -7 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA