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March 1, 1999

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/10/99-01028-002  
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RE: Greater Miami Behavioral HealthCare Center, Inc.  
Document # P967000050352  
Dade County Circuit Court Case No: 99-3152 CA 20

FILED  
FEB 24 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

Dear Sir/Madam:

I am the attorney for the above referenced corporation. Recently, this corporation filed a petition with the Dade County Circuit Court, pursuant to Chapter 617, Florida Statutes, to convert to a not-for-profit corporation. Enclosed please find certified copies of the petition, final judgment and the new filing fee, in accordance with this process. Please note that the clerk of court would not allow removal of originals from the file, hence the certified copies. Should additional information be needed, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

  
Philip E. Goss, Jr.

R. CHESSEN MAR 1 5 1999

IN AND FOR THE ELEVENTH  
JUDICIAL CIRCUIT, IN AND FOR  
DADE COUNTY, FLORIDA  
CIVIL DIVISION  
CASE NO: 99-3152 CA 20

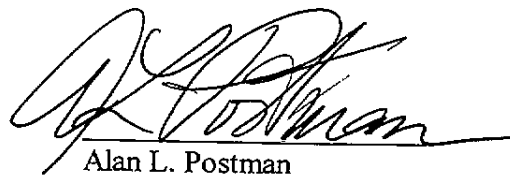
In Re The Petition of GREATER MIAMI  
BEHAVIORAL HEALTHCARE CENTER, INC.,  
for Conversion of Corporate Status,

99 FEB 26 AM 9:32  
CIVIL #93

**ORDER GRANTING PETITION TO CONVERT CORPORATE STATUS**

THIS CAUSE, having come before this Court on the Petition of Greater Miami Behavioral Healthcare Center, Inc., for Conversion of Corporate Status, and the Court, after a review of the petition and all accompanying exhibits and pursuant to the requirements of 617.1807, *Florida Statutes*, finds that the Petition and proposed articles of incorporation are in proper form and grants the Petition for Conversion of Corporate Status. All property of the petitioning company shall become the property of the successor corporation not-for-profit, subject to all indebtedness and liabilities of the petitioning corporation. The Court reserves jurisdiction to enter all further orders that may be necessary in this matter.

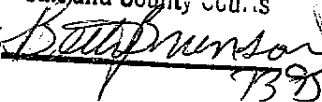
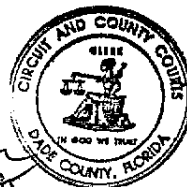
**DONE AND ORDERED** in Chambers, at Miami, Dade County, Florida this 23rd day of February, 1999.



Alan L. Postman  
Circuit Court Judge

STATE OF FLORIDA, COUNTY OF DADE  
I HEREBY CERTIFY that the foregoing is a true and correct copy of the  
original on file in this office. **FEB 24 1999**  
HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk

  
739

IN AND FOR THE ELEVENTH  
JUDICIAL CIRCUIT, IN AND FOR  
DADE COUNTY, FLORIDA  
CIVIL DIVISION  
CASE NO: 99-3152 Ca  
Juc

In Re The Petition of GREATER MIAMI  
BEHAVIORAL HEALTHCARE CENTER, INC.,  
for Conversion of Corporate Status,

77 676  
ISS  
#506122

**PETITION TO CONVERT CORPORATE STATUS**

Petitioner, Greater Miami Behavioral Healthcare Center, Inc., files this its petition to convert its corporate nature from for-profit to not-for-profit and in support thereof states the following:

1. This is a petition for judicial authority to convert the nature of an existing Florida for-profit corporation to a Florida not-for-profit corporation, pursuant to s. 617.1805, Florida Statutes. Petitioner is currently a Florida for-profit corporation, incorporated on June 10, 1996. The Petitioner is solely engaged, and operating within Dade County, Florida as a community mental health center. The Petitioner is licensed and authorized by all appropriate Federal and State agencies to provide mental health services to citizens in the State of Florida and the County of Dade.

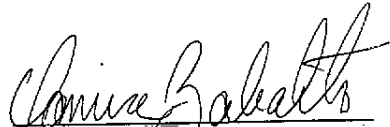
2. Chapter 394.907, Florida Statutes, requires that a community mental health center be organized as a not-for-profit entity. To fully comply with that requirement, the Petitioner is requesting conversion to not-for-profit status. The change of nature will not effect or change the operation of the Petitioner.

3. The written consent of Petitioner's shareholders, and the proposed articles of incorporation, as required by s. 617.1806, Florida Statutes are attached hereto respectively as Exhibits "A", and "B".

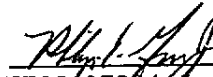
A TRUE COPY  
CERTIFICATION ON LAST PAGE  
HARVEY RUVIN, CLERK

WHEREFORE, Petitioner respectfully requests that the Court grant this petition.

CORPORATE SEAL

  
Yamira Zabaleta, President

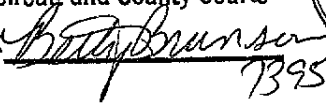
Philip E. Goss, Jr., P.A.

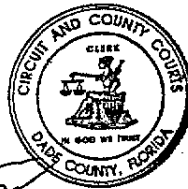
BY:   
FBN: 0788465  
1172 South Dixie Highway #188  
Coral Gables, FL 33146  
(305) 668-7116  
(305) 668-7189 FAX

STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the  
original on file in this office. FEB 24 1999

HARVEY RUVIN, CLERK, of Circuit and County Courts

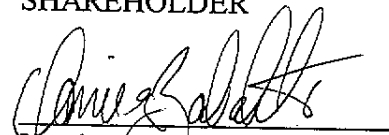
Deputy Clerk   
7395



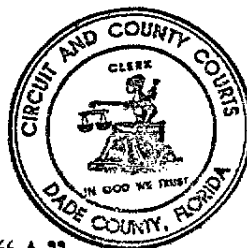
**WRITTEN CONSENT OF THE SHAREHOLDERS OF GREATER  
MIAMI BEHAVIORAL HEALTHCARE CENTER, INC.**

1. This written consent is made in compliance with s. 617.1806, *Florida Statutes*.
2. The undersigned individual, Yamira Zabaleta is the sole shareholder, director and officer of Greater Miami Behavioral Healthcare Center, Inc. Since the incorporation of the company, no other individual has owned shares, or been an officer or director of the company.
3. Yamira Zabaleta hereby authorizes the proposed change in the corporate nature of the company from a Florida for-profit corporation to a Florida not-for-profit corporation. Yamira Zabaleta authorizes the filing of a petition before the proper Florida circuit court requesting the conversion as set forth herein.
4. Yamira Zabaleta as authorized officer, agrees to bind the successor not-for-profit entity to accept all property of the petitioning corporation and agrees that the successor corporation shall assume and pay all indebtedness and liabilities of the petitioning corporation.

SHAREHOLDER

  
Yamira Zabaleta

1-28-99  
DATE



**EXHIBIT "A"**

**ARTICLES OF INCORPORATION**

**OF**

**Greater Miami Behavioral Healthcare Center, Inc.**

FILED  
99 FEB 24 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation, hereby forms a not-for-profit corporation pursuant to the laws of the State of Florida.

**ARTICLE I**

**NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name, address of the principal office and mailing address of the corporation shall be:

**Greater Miami Behavioral Healthcare Center, Inc.**

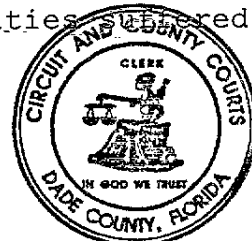
75 S.W. 8th Street, Suite 404  
Miami, FL 33130

**ARTICLE II**

**PURPOSE OF BUSINESS**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of s. 501©(3) of the United States Internal Revenue Code, or its future progeny and successor legislation (the "Code"). This organization shall develop and implement a community mental health center dedicated to the diagnosis and treatment of mental health infirmities suffered by

**EXHIBIT "B"**



the citizens of Dade County, Florida regardless of those individual's ability to pay for such services. This organization shall not carry on any activities that are not permitted by an organization exempt from the payment of Federal income tax under the Code.

### ARTICLE III

#### MEMBERSHIP

Qualification of members and the manner of their admission shall be determined in accordance with the corporation's by-laws.

### ARTICLE IV

#### TERM OF EXISTENCE

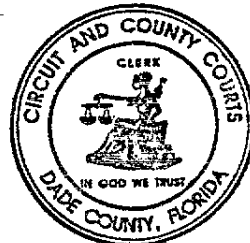
This corporation is to exist perpetually, commencing on the date the Dade County Circuit Court authorizes the corporation to act as a not-for-profit corporation pursuant to 617.1805, Florida Statutes.

### ARTICLE V

#### REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial registered office of the Corporation shall be:

**Yamira Zabaleta**  
75 S.W. 8th Street, Suite 404  
Miami, FL 33130



The board of directors may from time to time, move the registered office to any other office address within the State of Florida.

#### ARTICLE VI

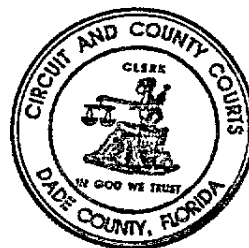
#### DISPOSAL OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, assets shall be disbursed for one or more exempt purposes pursuant to that provided in the Code, or shall be distributed to the Federal, State or local governmental entities for a public purpose, only. Any assets not so disbursed, shall be disposed of by the court of competent jurisdiction sitting in the county in which the corporation's principal office is located, in accordance with disbursement of other dissolved not-for profit corporation's assets and the Code.

#### ARTICLE VII

#### DIRECTORS

This Corporation shall have three(3) Directors, initially. The number of directors may be increased or decreased from time to time in accordance with the corporation's by-laws adopted by the members, but shall never be less than three (3). The election of directors shall be in accordance with that provided in the by-laws. The name and street address of the initial members of the Board of Directors are:





**Yamira Zabaleta**  
75 S.W. 8th Street, Suite 404  
Miami, FL 33130

**Federico Adan, M.D.**  
710 Lakeview Drive  
Miami Beach, FL 33140

**Lisa Demond**  
2450 Franklin Street  
Hollywood, FL 33024

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his or her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

**Yamira Zabaleta**  
75 S.W. 8th Street, Suite 404  
Miami, FL 33130

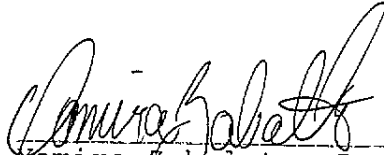
ARTICLE IX

AMENDMENT

These articles of incorporation may be amended in the manner provided by law or set forth in the by-laws. Every amendment shall be approved by majority vote of the board of directors.



IN WITNESS WHEREOF, the undersigned has set his hand and seal  
this 28 day of January, 1999.

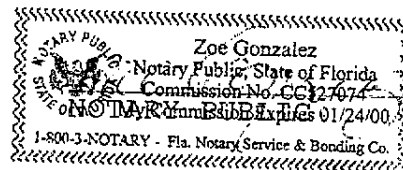
  
Yamira Zabaleta, President  
And Secretary

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Yamira Zabaleta, to me known to be the person described as Incorporator or who has produced D.O. as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at Dade County, Florida, this 28 day of Jan, 1999.

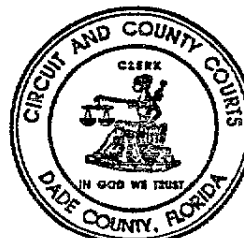
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

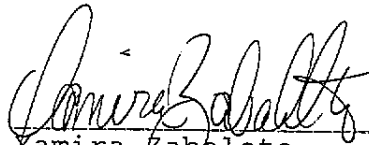
That Greater Miami Behavioral Healthcare Center, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of



Incorporation, has named Yamira Zabaleta, 75 S.W. 8th Street, Suite 404, Miami, FL 33130, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

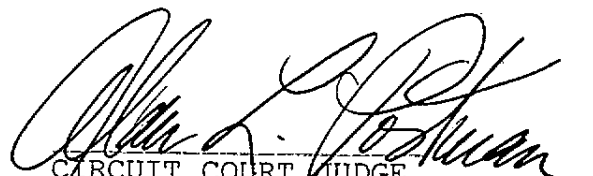
Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of said Act relative to keeping open said office and is familiar with and accepts the obligation of this position.

  
Yamira Zabaleta

FILED  
99 FEB 24 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CIRCUIT COURT ENDORSEMENT OF APPROVAL PURSUANT TO s. 617.1807,  
FLORIDA STATUTES.**

Pursuant to the requirements of 617.1807, Florida Statutes, the Court finds that the Petition and proposed articles of incorporation are in proper form. All property of the petitioning company shall become the property of the successor corporation not-for-profit, subject to all indebtedness and liabilities of the petitioning corporation.

  
CIRCUIT COURT JUDGE

Feb. 23, 1999  
DATE

