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FLORIDA NON-PROFIT CORPORATION

Camelot Community Care, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 1999

HOLLAND & KNIGHT OF JACK

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SUBJECT: CAMELOT COMMUNITY CARE, INC.
REF: W99000012682

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ARTICLES OF INCORPORATION
OF
*CAMELOT COMMUNITY CARE, INC.*SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of *Camelot Community Care, Inc.*, under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Camelot Community Care, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are:

4620 N. State Road 7
Bldg. H, Suite 205
Lauderdale Lakes, Florida 33319

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes of the Corporation shall include, but not be limited to, the following:

1. providing behavioral health and educational programs for at-risk and troubled children;
2. providing foster care services including, without limitation, supervising, monitoring and otherwise supporting foster parents and children in foster homes, providing therapeutic services to foster parents and foster children, and recruiting, training, and licensing foster care parents who will then care for at-risk and troubled children; and

Prepared by Crystal Adkins
Holland & Knight LLP (904) 354-4141
One Independent Drive #2000
Jacksonville, FL 32202
Florida Bar No. 0014044

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3. contracting for the provision of foster care services; and
4. receiving, accepting, holding, administering, investing, and disbursing grants, contributions, or other sources of funds as may from time to time be received by it from any person, persons, or corporations; and to make expenditures or distributions for such purposes or for other scientific, literary, charitable or religious purposes.

The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article IV.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI. MEMBERS

The Corporation will have no members.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1200 South Pine Island Road, Plantation, Florida 33324 as the street address of the initial registered office of the corporation and names CT Corporation System the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the bylaws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

James V. Doramus
Camelot Community Care, Inc.
102 Woodmont Boulevard, #450
Nashville, Tennessee 37205

Byron T. Trauger
222 Fourth Avenue North
Nashville, Tennessee 37219

Steven I. Geringer
5915 East Via Del Cielo
Paradise Valley, Arizona 85253

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Crystal J. Adkins	50 N. Laura Street, Suite 3900 Jacksonville, FL 32202

ARTICLE XI. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the

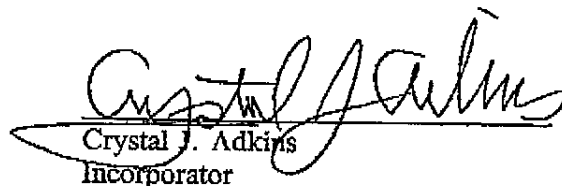
principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

ARTICLE XII. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation June 1, 1999.


Crystal J. Adkins
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

CT Corporation System hereby accepts the designation as registered agent on behalf of Camelot Community Care, Inc. and is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Date: June 1, 1999

CT Corporation System

Vicky Goldstein

Vicky Goldstein

Special Assistant Secretary

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TALLAHASSEE, FLORIDA

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