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SPRINGBROOK HOSPITAL, INC.

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Amended and Restated Art/NC

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SPRINGBROOK HOSPITAL, INC.**

SPRINGBROOK HOSPITAL, INC., a Florida Not-for-Profit Corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation. Each amendment has been effected in conformity with the provisions of the Act.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**"ARTICLE I
NAME**

The name of the Corporation is Friends of DACCO, Inc., with its principal office located at 4422 East Columbus Drive, Tampa, FL 33605, in Hillsborough County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the state of Florida.

**ARTICLE II
NATURE OF BUSINESS**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority (1) to provide treatment and rehabilitation to substance abusers and those who suffer from mental health problems and (2) to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes, provided said powers and authorities are exercised only in furtherance of charitable purposes.

**ARTICLE III
POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code, and its regulations as the same now exist or as they may be hereafter amended from time to time.

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ARTICLE IV MEMBERSHIP

DRUG ABUSE COMPREHENSIVE COORDINATING OFFICE, INC., a Florida not-for-profit corporation, a public charity exempt from federal income taxation under Section 501(c)(3) of the Code (the "Sole Member") shall be the Sole Member of this Corporation.

ARTICLE V OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws and shall be elected as provided in the Bylaws.

ARTICLE VI DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be appointed by the Sole Member in accordance with the Bylaws. The number of directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 4422 East Columbus Drive, Tampa, FL 33605, and the name of the registered agent at such address is Mary Lynn Ulrey.

ARTICLE VIII BYLAWS

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE X LIMITATIONS ON ACTIONS

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

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rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program or propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing, if and during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Code (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent Revenue Laws);

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent Revenue Laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent Revenue Laws); or


(e) make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to the Sole Member, a Florida not-for-profit corporation and public charity recognized under Section 501(c)(3) of the Code. None of the assets will be distributed to any member of this Corporation that is not an organization described in Section 501(c)(3) or 170(c)(2) of the Code (or to the corresponding provisions of any future Revenue Laws) or to any officer or director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas of 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."

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IN WITNESS HEREOF, the undersigned, being the Secretary of this Corporation, hereby acknowledges that these Amended and Restated Articles of Incorporation, as set forth in full above, were approved and adopted at a meeting of the Sole Member of the Corporation on February 16, 2009, and the number of votes cast in favor of the Amendment were sufficient for approval.


Mary Lynn Wiley, Secretary

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ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Mary Lynn Ulrey, Registered Agent

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