

AUSLEY & McMULLEN

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P 02000041533
April 6, 2002

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

FILED
2002 APR 16 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Brooksville Management, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation (original and one copy). Please prepare a certified copy of the Articles. Enclosed is our check for \$78.75. Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause
Secretary to John E. Brenneis

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DIVISION OF CORPORATIONS

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4/17/02

EFFECTIVE DATE

4/12/02

**ARTICLES OF INCORPORATION OF
BROOKSVILLE MANAGEMENT, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective April 12, 2002.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **BROOKSVILLE MANAGEMENT, INC.** The principal place of business and mailing address of this Corporation is 2590 Modac Trail, Maitland, Florida 32751.

**ARTICLE II.
Nature of Business**

The purpose for which the Corporation is organized is to own and manage a psychiatric hospital and any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock of One Cent (\$0.01) par value shares. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of

options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

DAVID P. EDSON
2590 Modac Trail
Maitland, Florida 32751

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be **JOHN E. BRENNIS**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no fewer than two (2) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of two (2) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

Bengt A. Myrin
154 Fourth Avenue North
Naples, Florida 34102

David P. Edson
2590 Modac Trail
Maitland, Florida 32751

**ARTICLE X.
Officers**

The Corporation shall have a president, a chief executive officer, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President/ Chief Executive Officer	Bengt A. Myrin 154 Fourth Avenue North Naples, Florida 34102
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Secretary & Treasurer **David P. Edson**
2590 Modac Trail
Maitland, Florida 32751

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

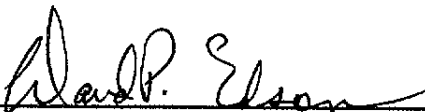
**ARTICLE XII.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE XIII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 12 of April, 2002.



David P. Edson
Incorporator

STATE OF Florida
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 12 day of April, 2002, by David P. Edson. Such person: () is personally known to me; () produced a current Florida driver's license as identification; () produced FLDL# E 315-175-48-415-00 as identification.



Karen L. Kraft
My Commission DD059578
Expires September 23, 2005

(Notarial Seal)

Karen L. Kraft
Signature of Notary Public

Karen L Kraft
(Typed or Printed Name of Notary Public)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

BROOKSVILLE MANAGEMENT, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named **John E. Brenneis**, located at said address, as its initial Registered Agent.

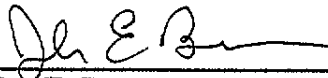


David P. Edson

Incorporator

Date: April 12, 2002

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



John E. Brenneis

Registered Agent

Date: April 16, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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