

P08000038722

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600123495486

04/16/08--01037--017 **87.50

FILED
2008 APR 16 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 16 2008

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Diversified Behavioral Health Services Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Mr. Anthony L. Adams
Name (Printed or typed)

1811 SW 67th Avenue
Address

Maitland, Florida 32607
City, State & Zip

(352) 219-2276
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATIONS

Pursuant to Chapter 607 or 621 F.S.,
OF
DIVERSIFIED BEHAVIORAL HEALTH SERVICES, INC.

A FLORIDA FOR PROFIT CORPORATION

ARTICLE (I)

NAME

The name and the Address of the corporation shall be:

DIVERSIFIED BEHAVIORAL HEALTH SERVICES, INC.
1811 SW 67th Terrace Gainesville, Florida 32607

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 APR 16 PM 4: 27

FILED

A. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED SHALL BE TO ENGAGE IN THE BUSINESS OF PURCHASING, ACQUIRING, OWNING, LEASING, SELLING, TRANSFERRING, ENCUMBERING, GENERALLY ENGAGED IN ANY LEGAL AND LAWFUL BUSINESS IN THE STATE OF FLORIDA WITH ALL NEEDS AND SUPPLIES AND/OR ACCESSORIES USED IN CONNECTION THEREWITH; AND THE PURCHASING, ACQUIRING, OWNING, SELLING, AND GENERALLY DEALING IN ALL TYPES OF SUPPLIES USED IN CONNECTION WITH SUCH RELATED PROPERTY.

B. TO PURCHASE, ACQUIRE, OWN, LEASE, SELL, TRANSFER, ENCUMBER, REPAIR, RENOVATE AND SERVICE ALL TYPES OF PROPERTY, REAL AND PERSONAL CONNECTED IN ANY MANNER WHATSOEVER WITH THE OPERATION OF THIS BUSINESS.

C. TO HAVE ONE OR MORE OFFICES, STORES, OR PLACES OF BUSINESS TO CONDUCT ITS BUSINESS AND PROMOTE ITS OBJECTS WITHIN OR WITHOUT THE STATE OF FLORIDA WITHOUT RESTRICTIONS AS TO PLACE OR AMOUNT.

D. FOR ANY OTHER LAWFUL PURPOSE OF THE CORPORATION TO ENTER INTO, MAKE OR PERFORM CONTRACTS OF EVERY KIND WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, MUNICIPAL BODY, POLITICAL, COUNTRY, TERRITORY, STATE OR GOVERNMENT AND WITHOUT LIMITATION TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY IN THE TRANSACTION OF ITS BUSINESS FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES, OR FRANCHISES, OR FOR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION; TO ISSUE BONDS, PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, DEBENTURES AND OTHER, OBLIGATIONS AND EVIDENCES OF INDEBTEDNESS, SECURED OR UNSECURED, PAYABLE AT SPECIFIED TIME OR TIMES FOR ANY AND ALL OBJECTS AND PURPOSES OF THIS CORPORATION.

E. TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINING OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE POWERS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR ANY

AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THIS CORPORATION.

THE FOREGOING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND POWERS OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION TO DO ALL OR ANYTHING THAT IS LAWFUL.

ARTICE (II)

Capital Stocks

The maximum numbers of shares the corporation is authorized to issue and have outstanding at any one time shall be 7500 shares of common stock having a PAR value of \$1.00.

Initial Officers duties and responsibilities

1. The officers of Diversified Behavioral Health Services Inc. consist of a President, Vice-President, and Secretary-Treasurer who will be elected by the owner-president and CEO.
2. The officers shall conduct the affairs and business of Diversified Behavioral Health Services Inc. pursuant to its needs and objectives.
3. The Board of Directors will consist of at least three members of Diversified Behavioral Health Services Inc. who will be selected by the owner-President CEO and will hold office for a term of two years or until the succession is selected. The Board of Directors will consist of the owner-president CEO, one (1) at-large voting members, one (1) voting member representing treatment issues, one (1) voting member representing non-treatment interests, and one (1) voting representing financial issues.
4. The presiding officers and Board of Directors will constitute the Executive Board that is charged with the responsibility to implement policy and programs as guided by general Diversified Behavioral Health Services Inc.
5. President - This officer shall preside over all meetings, direct and conduct the business of the organization, and serve as the formal representative with other organizations (unless otherwise designated). This officer also shall appoint all committee chairs, task forces, and coordinators, and shall be directly accountable to the Executive Board.
6. Vice-President - This officer shall service in the President's absence assuming the duties of that office. This office will also function as co-chairperson of the Annual Business and Planning Committee and will oversee all other committees.
7. Secretary-Treasurer - Any and all of the below stated responsibilities of this officer may be assigned to a Registrar appointed and/or hired by owner or the Board of Directors. The Board will decide which responsibilities to assign to the Registrar. Immediate supervision of the Registrar shall be the responsibility of the Secretary-Treasurer. All responsibilities assigned to the registrar are ultimately the responsibility of this officer. This officer's responsibilities are:
 - A. As Recording Secretary, will attend and keep and present copies for approval minutes of all meetings of the Executive Board as well as regular, special and annual meetings of Diversified Behavioral Health Services Inc.
 - B. As Corresponding Secretary, will receive and report on all correspondence received by members and others, send out to the membership and others any information as appropriate or as directed by the Board, and arrange for the duplication and distribution of any reports of subcommittees and task forces;

- C. Keep current all membership records;
- D. Notify all Executive Board members of board meetings, and shall notify the membership of all quarterly or special meetings;
- E. Notify the company members of the results of elections and appointments;
- F. Under the supervision of the owner-President CEO shall have custody of all moneys belonging to Diversified Behavioral Health Services Inc., and deposit and safeguard all funds in accordance with the accustomed fiscal responsibility accorded a Treasurer.
- G. Shall secure proper receipts for all moneys disbursed, and shall report financial status to the owner President CEO, the Executive Board whenever requested and to the company membership at the Annual business meetings.

ARTICLE (III)

PURPOSE

The corporation is to exists perpetually.

The purpose for which the corporation is organized is:

- A. This corporation is a for Profit Corporation organized Pursuant to Chapter 607 or 621 Florida Statutes. It is organized for the private gain of any person (s). The specific purposes of this corporation are:
 - 1) Provide Companion and Support Coordination service to the developmentally disabled population. Services consist of non-medical care, supervision, and socialization activities provided to an individual on a one-on-one basis, or assisting an individual or family to access supports and services on their own.
 - 2) Provide Supported living coaching to developmentally disabled population. Services consent of providing training and assistance in a variety of activities to support individuals whom live in their own homes or apartments, and in-home support services.
 - 3) Provide BHOS overlay and Medicaid services
 - 4) CMH Community Mental Health Services, and Medication Reviews
 - 5) Respite Care to provide short - term supportive care and supervision to an individual when the primary caregiver is unavailable due to a planned temporary absence or unexpected illness.
 - 6) Specialized Mental Health Services, which focuses on the unique treatment of psychiatric disorders and rehabilitation for impairments for persons with developmental disabilities and mental illness, and substance abuse disorders.
 - 7) Transportation Services to provide rides to and from home and community-based services.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon a for profit corporations per Florida State statues Chapter 620.

ARTICLE (IV) **Registered agent and office address**

The initial name and initial address for the initial registered agent's office and initial principal place of business and mailing address of this corporation shall be: Mr. Anthony T. Adams, LMHC; 1811 SW 67th Terrace, Gainesville, Florida. 32607

MANNER OF ELECTIONS

The manner in which the directors are elected or appointed:

The corporation shall have a owner-President -CEO, who shall have all the rights and privileges of selecting members of the corporation. Each member shall have one vote. Removal of a member will be conducted by the owner President CEO on an as needed basis.

ARTICLE (V) **INITIAL DIRECTORS/OFFICERS**

This corporation shall have one initial Director ANTHONY TU JUAN ADAMS, MS, LMHC – President – CEO the number of Directors may increase or diminished according to the by –laws adopted by the board.

ARTICLE (VI) **INITIAL REGISTERED AGENT AND STREET ADDRESS**

**ANTHONY TU JUAN ADAMS, MS, LMHC
1811 SW 67TH TERRACE GAINESVILLE, FL 32607**

ARTICLE (VII) **INCORPORATOR**

**ANTHONY TU JUAN ADAMS, MS, LMHC
1811 SW 67TH TERRACE GAINESVILLE, FL 32607**

ARTICLE (VIII) **ADMENDMENTS**

The articles of corporation maybe amended in the manner provided by the By-Laws. Every amendment shall be approved by the Board of Directors proposed to them by the stockholders, and approved at the stockholders annual meeting be the majority of the stock entitled voting members thereon, unless all of the Directors and all of the Stock holders sign a witness statement manifesting their intentions that a certain amendment of these articles of incorporation be made.

ARTICLE (IX)

Stock Holders

The existing stockholders at the issuance of any authorized shares of stock shall have, on a Pro-Rata basis the first refusal rights to acquire said shares being issued, as long as the owner-President-CEO, maintains a controlling number of shares at all times to avoid any hostile takeovers. If any stockholder should elect to dispose of any shares of stock owned by (him/her); The corporation shall have first refusal rights of said shares being disposed of.

The incorporators certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE X

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends he considers the assets to be of ample value.

Having been named as registered agent to accept service of process for the stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Anthony T. Adams
Incorporator and Registered Agent

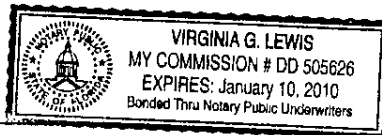
Anthony T. Adams, LMHC

*presented FDL A 352-018-63337-0
CP 9-17-10*

State of Florida.
County of Alachua

I hereby certify that on this day personally appeared before me a notary public, in and for the state at large Mr. Anthony T. Adams well known to me to be person described in and who executed the foregoing articles of incorporation, and he acknowledged before me that the signed and executed set forth witness my hand and official seal at Gainesville, Florida, said county and station this 15th day of April, 2008

My Commission expires on



Virginia G. Lewis
Notary Public

Anthony T. Adams
Signature/Registered Agent

April 10, 2008
Date

Anthony T. Adams
Signature/Incorporator

April 10, 2008
Date