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CHICAGO, ILLINOIS

July 14, 1997

Via Federal Express

Florida Secretary of State  
Corporations Division  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: **REQUEST FOR FILING**  
**Restated and Amended Articles of Incorporation of Wynwood Community**  
**Mental Health, Inc.**

FILED  
97 JUL 15 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please file the enclosed original Restated and Amended Articles of Incorporation of Wynwood Community Mental Health, Inc. with the Corporations Division of the Florida Secretary of State. Kindly return a date-stamped and certified copy of the as-filed Restated and Amended Articles of Incorporation to my attention at the address listed above. I have enclosed a check in the amount of eighty-seven dollars and fifty cents (\$87.50), which covers the fee of filing the enclosed document and the cost of certifying the same.

Should you have any questions regarding this request, please feel free to contact me at (202) 408-7178. Thank you for your attention to this matter.

Sincerely yours,

*Tracy E. Weir*  
Tracy E. Weir  
Paralegal

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-07/15/97-01040-001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosure: Restated and Amended Articles of Incorporation of Wynwood Community Mental Health, Inc. (1 original and 1 copy)

cc: William Porro (w/enc.)  
Lisa Sotir, Esq. (w/enc.)  
Christopher L. White, Esq. (w/enc.)

*Amended & Restated*  
*LFT*

*7-18-97*

**RESTATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**FILED**

97 JUL 15 AM 11:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WYNWOOD COMMUNITY MENTAL HEALTH INC.**

The undersigned officer of the Corporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation in their entirety pursuant to the Florida Business Corporation Act, executes these Restated and Amended Articles of Incorporation and certifies as follows:

ARTICLE 1. Corporate Name. The name of the Corporation is Wynwood Community Mental Health Inc.

ARTICLE 2 Registered Office. The address of the Corporation's registered office in the State of Florida is 18804 N.W. 79th Way, Miami, Florida 33015. The name of its registered agent at such address is Martha Subias Porro.

ARTICLE 3. Duration. The duration of the Corporation is perpetual.

ARTICLE 4. Purposes. The purposes of the Corporation are:

(a) To establish, operate and maintain a Medicare-certified community mental health center and to provide mental health services to the residents of the State of Florida; and

(b) To engage in any and all lawful business purposes or enterprises for which business corporations may be organized under the Florida Business Corporation Act, and which the Board of Directors of the Corporation may deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Directors to be necessary and desirable in connection with any of the Corporation's businesses.

ARTICLE 5. Capitalization. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) share(s) of common stock with a \$1.00 par value per share. The Board of Directors shall determine the consideration to be received for each share in the Corporation and shall authorized each issuance of shares. The rights, qualifications and powers of the Shareholders shall be as set forth in the Bylaws of the Corporation.

ARTICLE 6. No Preemptive Rights. No Shareholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

ARTICLE 7. Directors. There shall be no less than three (3) directors of the Corporation (the "Board of Directors"). At all times, the actual number of directors shall be as described in the Bylaws.

ARTICLE 8. Indemnification of Officers and Directors. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify past and present officers and directors from and against any and all of the expenses, liabilities, or other matters referred to in, or exclusive of, any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in official capacity, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 9. Amendment of the Bylaws by Board of Directors. In furtherance, and not in limitation of, the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation as provided therein.

ARTICLE 10. Shareholder Approval of the Amendment and Restatement. The amendment and restatement of the Articles of Incorporation of the Corporation has been approved by the sole shareholder of the Corporation, who is also the undersigned officer.

I, THE UNDERSIGNED OFFICER OF THE CORPORATION, for the purpose of amending and restating the articles of incorporation of the Corporation under the laws of the State of Florida, hereby declare and certify that this is the Corporation's act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10<sup>th</sup> day of July, 1997.

  
Martha Subias Porro, President