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Check Number Only

2/21/97

Paige C Tarver

Requester's Name

1221 Brickell Ave 9 Fl.

Address

Miami, FL 33131

City

State

ZIP

Phone

#347-5140  
(86808)

VALIDATION ONLY

100002121261--7

-03/24/97--01013--028  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

The center for addiction, counseling  
and health services, Inc



Empire Toll Free: 1-800-432-3028

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

AL MAR 2 4 1997

CERTIFIED COPY

**ARTICLES OF INCORPORATION**

**OF**

**THE CENTER FOR ADDICTION, COUNSELING AND HEALTH SERVICES, INC.**

FILED  
97 MAR 24 PM 12:41  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

**ARTICLE I**

The name of the corporation shall be **The Center for Addiction, Counseling and Health Services, Inc.**, hereafter referred to as the corporation.

**ARTICLE II**

The initial principal place of business and initial mailing address of this corporation shall be 1980 Southwest 22nd Street, Miami, Florida 33145.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do. The specific purposes of this corporation are:

1. To provide addiction programs, counseling and general health and nutrition services to individuals and/or patients including social services, counseling, psychological

counseling and psychiatric counseling by qualified and/or licensed social, psychological and psychiatric professionals as required by the laws of the State of Florida and of the United States of America.

2. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation with any person, corporation, private, public or municipal body politic or government of the United States or any state, territory or possession thereof and to the extent that the same may be done and performed by corporations under the laws of the State of Florida.

3. To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them to the same extent as natural persons lawfully might do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the laws of the State of Florida.

4. To such an extent as a corporation for profit organized under the laws of the State of Florida may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for or in connection with or incident to the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a for profit corporation may now or hereafter be organized to do or to exercise under the laws of the State of Florida or any act amendatory thereof, supplemental thereto or substituted therefore.

5. To purchase, acquire, hold and dispose of stocks, bonds and other obligations including judgments, interests, accounts or debts of any corporation, domestic or foreign, owning or controlling any articles which are or might be or become useful in the business of the Corporation, and to purchase, acquire, hold and dispose of stocks, bonds or other debts of any corporation, domestic or foreign, engaged in a business similar to that of this Corporation, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this Corporation, or in which, or in connection with which, the manufactured articles, product or property of this Corporation may be used, or of any corporation according to law, and this Corporation may issue in exchange therefor the stock, bonds or other obligations of the Corporation.

6. To borrow or raise money for any purpose of the Corporation, to secure the same and interest, or for any other purpose to mortgage all or any part of the property; corporeal or incorporeal rights or franchises of this Corporation now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes and other obligations or negotiable instruments.

7. To guarantee the payment of dividends or interest on any shares, stock, debentures or other securities issued by, or any other contract or obligation of, any corporation described aforesaid, whenever proper or necessary for the business of the Corporation, and provided the required attorney be first obtained for that purpose, and always subject to the limitations herein prescribed.

8. To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association or corporation.

9. To carry on its operation and conduct business in any state, in the District of Columbia and in any territory, dependency or possession of the United States of America and in any foreign country.

10. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Florida.

11. The foregoing clauses shall be construed as and shall be powers, as well as purposes, and the matters expressly provided in each clause shall, unless otherwise herein expressly provided, be in no way limited by reference to or inference from the terms of any other clause shall, unless otherwise herein expressly provided, be in no way limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers of this corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by the General Corporation Laws of the State of Florida, now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business, to exercise any act which a for profit corporation formed under that statute may not at the time lawfully carry on or do.

#### **ARTICLE IV**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES, all of one class with a par value of ONE DOLLAR (\$1) per share.

#### ARTICLE V

The amount of capital with which this Corporation will begin business will not be less than FIVE HUNDRED DOLLARS (\$500).

#### ARTICLE VI

This corporation shall have a perpetual existence.

#### ARTICLE VII

The number of directors shall be not less than ONE (1).

#### ARTICLE VIII

The names and post office addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Coralia M. Vila	1800 S.W. 2nd Ct., Miami, FL 33129
Vice President	Daisy Quintanilla	11602 N.W. 57th Ave., Miami, FL 33012
Secretary	Pedro Quintanilla	11602 N.W. 57th Ave., Miami, FL 33012
Treasurer	Antonio S. Vila	1800 S.W. 2nd Ct., Miami, FL 33129

### **ARTICLE IX**

The names and post office addresses of each subscriber to the Certificate of Incorporation, the number of shares that each agrees to take are as follows, to-wit:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Coralia M. Vila	1800 S.W. 2nd Court Miami, Florida 33129	250
Daisy Quintanilla	11602 N.W. 57th Avenue Miami, Florida 33012	250

### **ARTICLE X**

This Corporation shall have further rights and powers to:

From time to time determine whether and to what extent and at what time and places and under what conditions and regulations, the accounts and books of this Corporation (other than stock books) or any of them shall be open to inspection; and no stockholder shall have any right of inspecting any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The Corporation may in its By-laws convey powers upon its Board of Directors, or officers, in addition to the foregoing and, in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the By-laws so provide, to hold their respective meetings, and to have one or more officers within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statute) outside the State of Florida, at such place as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation. In the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### **ARTICLE XI**

The name and address of the initial registered agent is:

Paige C. Tarver, P.A.  
1221 Brickell Avenue, Ninth Floor  
Miami, Florida 33131

#### **ARTICLE XI**

The name and address of the incorporators of this corporation are:


<u>Name</u>	<u>Address</u>
Coralia M. Vila	1800 S.W. 2nd Court Miami, Florida 33129
Daisy Quintanilla	11602 N.W. 57th Avenue Miami, Florida 33012

#### **ARTICLE XII**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this \_\_\_\_ day of March, 1997.



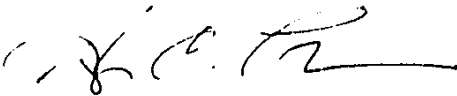
  
CORALIA M. VILA, Incorporator

  
DAISY QUINTANILLA, Incorporator

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared, CORALIA M. VILA, known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

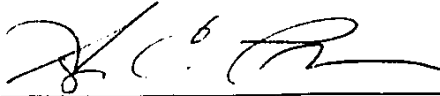
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )



PAIGE C TARVER  
My Commission CC528477  
Expires Jan. 29, 2000

BEFORE ME, the undersigned authority, personally appeared, DAISY QUINTANILLA, known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



PAIGE C TARVER  
My Commission CC528477  
Expires Jan. 29, 2000

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
97 MAR 24 PM 12:41  
CLERK  
STATE  
FLORIDA

PURSUANT TO THE PROVISION OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

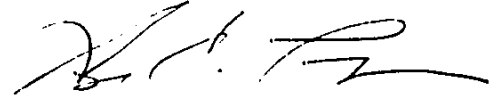
**The Center for Addiction, Counseling and Health Services, Inc.**

2. The name and address of the registered agent and office is:

Paige C. Tarver, P.A.  
1221 Brickell Avenue, Ninth Floor  
Miami, Florida 33131

**ACCEPTANCE**

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.

  
\_\_\_\_\_  
PAIGE C. TARVER, P.A.

3/21/97  
\_\_\_\_\_  
DATE

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# L-2854

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