

State of Florida



Department of State

I certify from the records of this office that SMA HEALTHCARE, INC. is a corporation organized under the laws of the State of Florida, filed on November 17, 1961.

The document number of this corporation is 703211.

I further certify that said corporation has paid all fees due this office through December 31, 2018, that its most recent annual report/uniform business report was filed on March 7, 2018, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fifteenth day of January, 2019




CR2EO22 (1-11)

A handwritten signature in black ink, appearing to read "M. Artel".

Michael Artel
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on January 7, 2019, to Articles of Incorporation for SMA BEHAVIORAL HEALTH SERVICES, INC. which changed its name to SMA HEALTHCARE, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 703211.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fifteenth day of January, 2019



CR2EO22 (1-11)



Michael Firtel
Secretary of State

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SMA Healthcare, Inc. (formerly SMA Behavioral Health Services, Inc.)

DOCUMENT NUMBER: 703211

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ivan Cosimi, CEO
(Name of Contact Person)

SMA Healthcare, Inc.
(Firm/ Company)

150 Magnolia Avenue
(Address)

Daytona Beach, FL 32114
(City/ State and Zip Code)

icosimi@smahealthcare.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ivan Cosimi, CEO at 386 236-1811
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

SMA Behavioral Health Services, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

703211

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

SMA Healthcare, Inc.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

150 Magnolia Avenue

(Principal office address MUST BE A STREET ADDRESS)

Daytona Beach, FL 32114

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

NA

NA

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

NA

NA

(Florida street address)

New Registered Office Address:

NA

(City)

Florida NA

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

NA

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---|--------------|-------------|----------------|
| 1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | NA | _____ |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ |

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 TALLAHASSEE, FLORIDA

12/4/18

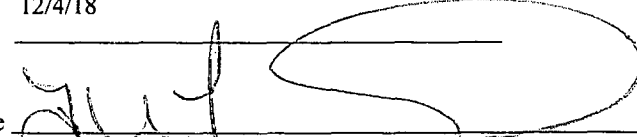
The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/4/18 _____
 Signature  _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ted Serbousek

(Typed or printed name of person signing)

Board Chairman

(Title of person signing)

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 TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SMA HEALTHCARE, INC.

SMA HEALTHCARE , INC., a non-profit corporation, organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Chairman of the Board hereby certifies:

The directors of said corporation, at a meeting called and held on December 4, 2018, adopted the following resolution:

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, ORGANIZED AND EXISTING UNDER THE LAWS OF FLORIDA, THAT SAID MEMBERS AND DIRECTORS DEEM IT ADVISABLE THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION BE AMENDED IN THEIR ENTIRETY SO AS TO READ AS FOLLOWS:

AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF SMA HEALTHCARE, INC.

ARTICLE I
Corporate Name

The name of this Corporation is SMA HEALTHCARE, INC.

ARTICLE II
Corporate Nature

This is a non-profit Corporation organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit laws set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) For the advancement of charity and education and any other related or corresponding charitable purposes by the distribution of its fund for such purposes.
- (b) The delivery of healthcare services to the public, including but not limited to, the

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promotion of good mental health; prevention of substance abuse and mental illness; and a continuum of crisis, residential and community-based services for the treatment of mental illness, substance use disorders, delinquency and criminal behavior.

(c) To operate exclusively in any manner for such charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
Management of Corporate Affairs

(a) BOARD OF DIRECTORS: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The maximum number of directors of the corporation is twenty-four (24) and shall never be less than twelve (12).

Directors shall serve staggered terms of office and shall be elected to a two year term. All Director vacancies shall be filled by an election of the Board of Directors of SMA HEALTHCARE, Inc.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken according to the Bylaws of this Corporation as adopted and amended from time to time.

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TALLAHASSEE FLORIDA

(b) CORPORATE OFFICERS: At its annual meeting the Board of Directors shall elect the officers of the Corporation in conformance with its Bylaws as amended from time to time.

ARTICLE VI
Powers and Policy

The Corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of the Corporation and in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida, including but not limited to the power to:

(a) Employ staff, contract for services receive funds from both public and private sources and perform other activities which are authorized for non-profit corporations by the State of Florida.

- (b) Maintain such facilities intended to meet the purposes of the organization as set forth herein.
- (c) Abide by and conform to all of the applicable State and Federal laws, rules and regulations governing its activities.

ARTICLE VII
Earnings and Activities of Corporation

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VIII
Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific

purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
Directors

There shall be no members of this Corporation. Directors shall abide by and conform to all applicable State and Federal rules and regulations and these Articles and the Bylaws of the Corporation.

- (a) The rights and privileges of all Directors shall be equal. Each Director shall be entitled to one vote.
- (b) Directors must be residents of counties in which SMA HealthCare provides services and be over the age of eighteen (18).
- (c) Directors may be terminated by a majority vote of the Directors.

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ARTICLE X
Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual.

ARTICLE XI
Amendment of Articles

Amendments to these Articles of Incorporation may be adopted by majority vote of the Board of Directors.

ARTICLE XII
Indemnification of Officers and Directors

The Corporation is empowered to indemnify any officer or director, or any former officer or

director pursuant to the provision of Section 617.0831 of the Florida Statutes, as amended from time to time.

ARTICLE XIII
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Place of Business and Mailing Address of the Corporation shall be 150 Magnolia Avenue, Daytona Beach, Florida 32114-4304. The Principal Place of Business or the Mailing Address of the Corporation may be changed from time to time by a majority vote of the Directors. Upon a change of the Principal Place of Business or the Mailing Address of the Corporation, the Directors shall cause said change to be filed with the Florida Secretary of State Division of Corporations in a form and manner as prescribed by law.

IN WITNESS WHEREOF, at a regular meeting of the Corporation, held on December 4, 2018, the Directors of the Corporation approved the above Amended and Restated Articles of Incorporation by a majority vote and caused this Certificate to be signed its name by its Chairman of the Board of Directors and its corporate seal to be hereunto affixed and attested by its Secretary.

SMA HEALTHCARE, INC., a Florida not for profit corporation

By: _____
Ted Serbousek

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