

ARTICLES OF INCORPORATION

OF

ALABAMA ASSOCIATION FOR PARTIAL HOSPITALIZATION, INC., (An Alabama Nonprofit Corporation)

We, the undersigned, having the capacity to contract and acting as the Incorporators, do hereby associate ourselves together for the purpose of signing, verifying, and filing Articles of Incorporation (hereinafter the "Articles") under an in accordance with the provisions of the Alabama Nonprofit Corporation Act, Ala. Code Section 10-3A-1, et seq. (1975), and do declare:

ARTICLE I

The name of the nonprofit corporation shall be the Alabama Association for Partial Hospitalization, Inc., (hereinafter the "Corporation").

ARTICLE II DURATION

The duration of the Corporation shall be in perpetual.

ARTICLE III PURPOSE

1. The purpose for which the Corporation is organized are as follows:
 - a. to offer a psychiatric partial hospitalization provider, its employee or any interested person or company, the opportunity to attend meetings and to receive information which the association obtained which will benefit its members; and
 - b. to include the performance of such other acts and things consistent with the aforesaid purposes for which the Corporation is organized, as are necessary for or incidental to the accomplishment of those purposes; and
 - c. to include any lawful purpose, and the performance of any and all acts and things, permitted a corporation incorporated under the Alabama Nonprofit Corporation Act, Ala. Code Section 10-3A-1, et seq. (1975).

Patton, Goodwyn
31 Inderness Ctr Pkwy
Suite 360
B'ham, AL 35242

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2. No part of the net earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to the Corporation to enable it to carry the purposes for which it is organized) and no private individual shall be entitled to share the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carried-on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

3. Notwithstanding any of the provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (the "Code") and any applicable regulations thereto, or by an organization exempt under section 501(c)(3) of the Code.

ARTICLE IV MEMBERS

The Corporation is to have individual, company or corporate members.

ARTICLE V DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors of the Corporation (hereinafter the "Board") shall cause the assets of the Corporation to be applied and distributed as follows;

- a. All liabilities and obligations of the Corporation shall be paid, satisfied,

and discharged, or adequate provision shall be made therefor;

b. All assets held by the Corporation upon a limitation or condition which occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such limitations and conditions, provided such limitations and conditions are not in conflict with sections 170 or 501(c)(3) of the Code;

c. All other assets of the Corporation, as well as those assets unable to be reconveyed pursuant to paragraph (b) of this Article shall be transferred or conveyed to an organization engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution presented in the form of a resolution adopted by the Board and by the Members by receiving two-thirds of the vote entitled to be cast by Members present or represented by proxy at a meeting called to act on a distribution plan.

ARTICLE VI REGISTERED OFFICE

The registered office of the Corporation shall be located at 22 Inverness Center Parkway, Ste 620, Birmingham, Alabama, and at such branch offices elsewhere as may be deemed necessary or desirable by the Board.

ARTICLE VII REGISTERED AGENT

The name and complete address of the registered agent for the Corporation in the State of Alabama is:

Jon M. Orr
3936 Cannock
Birmingham, AL 35243

ARTICLE VIII DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial Directors are set forth below:

G. Michael Shehi
3804 Williamsburg Circle
Birmingham, AL 35243

Lisa Evans
79 Moonglow Dr
Birmingham, AL 35215

Jon M. Orr
3936 Cannock
Birmingham, AL 35243

Any director may be removed prior to the expiration of his term of office, with or without cause, based on a majority vote of the then sitting Board of Directors, after proper notice to all members of the Board of Directors is given as provided in the bylaws.

ARTICLE IX INCORPORATORS

The name and address of each Incorporator of this Corporation is as follows:

G. Michael Shehi
3804 Williamsburg Circle
Birmingham, AL 35243

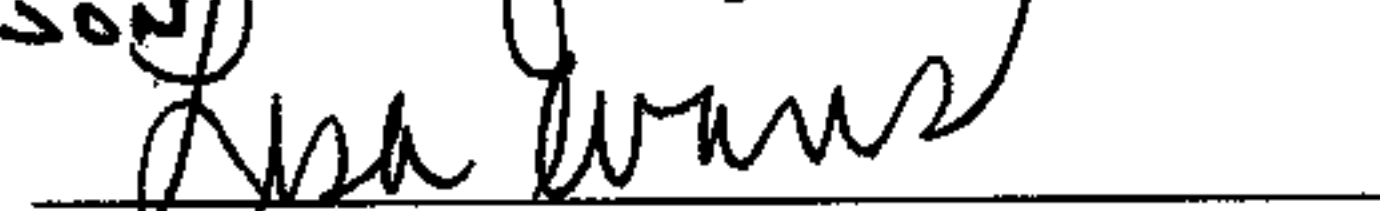
Lisa Evans
79 Moonglow Dr
Birmingham, AL 35215

Jon M. Orr
3936 Cannock
Birmingham, AL 35243

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his signature to these Articles of Incorporation on this 7 day of October, 1992.


G. Michael Shehi, Incorporator


Jon M. Orr, Incorporator


Lisa Evans, Incorporator

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that G. Michael Shehi, is known to me, acknowledged before me on this day that, the contents of the above and foregoing are true and correct to the best of his knowledge.

Given under my hand and seal this 7 day of October, 19 92.
Susan D Sayer
Notary Public

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that John M. Orr, is known to me, acknowledged before me on this day that, the contents of the above and foregoing are true and correct to the best of his knowledge.

Given under my hand and seal this 7 day of October, 19 92.
Susan D Sayer
Notary Public

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Lisa Evans, is known to me, acknowledged before me on this day that, the contents of the above and foregoing are true and correct to the best of her knowledge.

Given under my hand and seal this 7 day of October, 19 92.
Susan D Sayer
Notary Public

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

ALABAMA ASSOCIATION FOR PARTIAL HOSPITALIZATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA ASSOCIATION FOR PARTIAL HOSPITALIZATION, INC., duly signed

and verified pursuant to the provisions of Section 10-3A-1 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of ALABAMA ASSOCIATION FOR PARTIAL HOSPITALIZATION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 14th day of

OCTOBER, 1992.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-23465

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SHELBY COUNTY JUDGE OF PROBATE

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