

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## CERTIFICATE OF INCORPORATION

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

### **GEORGIA BEHAVIORAL HEALTH SERVICES, INC.**

**a Domestic Non-Profit Corporation**

has been duly incorporated under the laws of the State of Georgia on **10/06/2006** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal of the City of Atlanta  
and the State of Georgia on October 6, 2006



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**GEORGIA BEHAVIORAL HEALTH SERVICES, INC.**

ARTICLE I

Name

The name of the Corporation shall be Georgia Behavioral Health Services, Inc.

ARTICLE II

Organized Pursuant to Non-Profit Code

The organization is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE III

Registered Office and Agent

The initial registered office of the Corporation shall be: 541 West Montgomery Street, Suite 22, Milledgeville, GA 31061. The initial registered agent at such address is Shannon T. Harvey.

ARTICLE IV

Incorporator

The name and address of the Incorporator is Shannon T. Harvey, 6 Crabapple Circle, Griffin, Georgia 30224.

ARTICLE V

Organization

The Corporation shall be a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code. The Corporation shall not have members.

ARTICLE VI

Principal Office

The mailing address of the principal office of the Corporation shall be: 541 West Montgomery Street, Suite 22, Milledgeville, GA 31061.

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## ARTICLE VII

### Period of Duration

The Corporation shall have perpetual duration.

## ARTICLE VIII

### Purposes

The Corporation shall be neither organized nor operated for pecuniary gain or profit. It shall be organized and, at all times thereafter, operated exclusively for charitable purposes within the meaning of Sections 170(b)(1)(A)(iii), 501(c)(3) and 509(a)(1) of the Internal Revenue Code and for such related purposes as may be permitted to corporations that are organized under the Georgia Nonprofit Corporation Code and that are described in Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE IX

### Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. Except as expressly limited hereby and by the Bylaws of the Corporation, the Board of Directors shall exercise all of the powers and authority of the Corporation to the extent that such powers and authority are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

The number, qualification, terms of office and exact manner of election or appointment of the members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

## ARTICLE X

### Limitation of Director Liability

No person who is serving or who has served as a member of the Board of Directors shall have any personal liability to the Corporation for monetary damages for breach of duty of care or other duty as a member of the Board of Directors; provided that this provision shall not eliminate or limit the liability of any such person:

(a) For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;

(b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) For the types of liability set forth in Sections 14-3-831 and 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; and

(d) For any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Article X shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by the law, these Articles and the Bylaws of the Corporation.

## ARTICLE XI

### Powers and Restrictions

The Corporation shall have only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in Article VIII herein and as are exclusively charitable and are entitled to tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the Corporation shall have all powers necessary to carry out its purposes, including the powers now or hereinafter enumerated in the Georgia Nonprofit Corporation Code.

Except as otherwise permitted by the Georgia Nonprofit Corporation Code, the Corporation shall not make any "distributions" (as such term defined in Section 14-3-140(9) of the Georgia Nonprofit Corporation Code) to its Directors, officers or other private persons.

The Corporation is not organized and shall not be operated for profit; no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; 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; and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

Dissolution

Upon the dissolution of the Corporation and after adequate provision has been made for the discharge or assumption of its liabilities, the members shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations which at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of by the members shall be disposed of by the Superior Court of Monroe County exclusively for such purposes, or to such organization or organizations as are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XIII

Construction of Terms

For purposes of these Articles of Incorporation, "charitable purposes" and similar phrases include charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to the Internal Revenue Code shall be considered to be references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

ARTICLE XIV

Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of the Directors then in office, provided, however, that no amendment may be made that would cause the Corporation to no longer qualify as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, these Articles of Incorporation are executed by the undersigned Incorporator, this 11<sup>th</sup> day of September, 2006.

SECRETARY OF STATE  
CORPORATIONS DIVISION  
2006 SEP 15 AM 10:58

*Shannon T. Harvey*  
Shannon T. Harvey, Incorporator

SECRETARY OF STATE  
CORPORATIONS DIVISION

2006 OCT -6 AM 10:59



CATHY COX  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

Registered agent, officer, entity status information via the Internet  
<http://www.georgiacorporations.org>

ENRICO M. ROBINSON  
Director

SUSAN GOLDEN  
Assistant Director

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: shannontharvey@comcast.net

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Georgia Behavioral Health Services, Inc.

Corporate Name (List exactly as it appears in articles)

2.

Shannon T. Harvey

478-954-6802

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

River Edge Behavioral Health Center LaFayette Square 541 West Montgomery Street, Suite 22

Address

Milledgeville

GA

31061

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Shannon T. Harvey

Authorized signature of person filing documents

9/11/06

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>