

**ARTICLES OF AMENDMENT
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ALTAPOINTE HEALTH SYSTEMS, INC.**

1. NAME OF CORPORATION

The name of the Corporation is ALTAPOINTE HEALTH SYSTEMS, INC.

2. LOCATION OF PRINCIPAL OFFICE

The principal office of the Corporation will be located in the City of Mobile, Alabama, at 5750-A Southland Drive. The registered agent of the Corporation is J. TUERK SCHLESINGER, whose address is 5750-A Southland Drive, Mobile, Alabama 36693.

3. AREA OF SERVICE

The area which will be served by the Corporation shall be Baldwin, Mobile, Washington, Clay, Coosa, Randolph and Talladega Counties, Alabama, and contiguous counties within the State of Alabama where ventures may be undertaken from time to time to make available Facilities or services which are to be used, useful, or capable of use in connection with or incidental to the implementation and operation of Programs. Provided, however, that no such services in contiguous counties shall be undertaken without the express consent of the Public Corporation formed within such contiguous county or counties under the provisions of Act 310 of the 1967 Regular Session of the Alabama Legislature ("Act 310") and charged with providing services of the nature sought to be offered, and provided further, that the offering of such services is not otherwise prohibited by law.

4. NAMES OF APPROVING GOVERNING BODIES

Names of the constituent governing bodies that have approved this amended and restated charter are the governing body of the City of Mobile and the governing bodies of the Counties of Mobile, Baldwin, Washington, Clay, Coosa, Randolph and Talladega.

5. PROGRAMS AND PURPOSES

The programs which the Corporation will implement and the purposes for which the Corporation is formed are:

- a. The planning and taking of other steps leading to comprehensive State and community action to combat any and all forms of mental disabilities; including but not limited to mental illness, intellectual and developmental disabilities, substance use disorders, and epilepsy;
- b. The provision of primary care services for the people of the area as designated in

Paragraph 3, AREA OF SERVICE;

c. Studies of the needs and available resources of the State in relating to the above, the development of public awareness of the said disabilities and the need for combating them and the coordination of State and local activities relating to the various aspects of mental illness-intellectual/developmental disabilities and primary care needs;

d. The conducting of research relating to human development, whether biological, medical, social, or behavioral, which may assist in providing primary care services and finding the causes and means of prevention of mental illness- intellectual/developmental disabilities ;

e. The providing of any one or more of the following services: primary care, inpatient, outpatient, partial hospitalization, emergency care, community education and consultation, diagnosis, evaluation, rehabilitation, precare, residential care, aftercare, and the prevention of all forms of mental illness- intellectual/developmental disabilities ;

f. To provide for clinical training of technical and specialized personnel needed for research, diagnosis, treatment, education, training, or care of the mentally ill-intellectually/developmentally disabled and for the provision of primary care services.

g. To contract with others to perform and carry out any of the above programs and purposes;

h. To contract with the State Board of Health and the Alabama Department of Mental Health, or either of them, in carrying out the above programs within its areas of services;

i. To receive funds from the United States Government, the State of Alabama or any local government within the State of Alabama or any other public or private source, and to expend the same in the furtherance of its programs and purposes.

j It is intended that these services or centers be established, consistent with the overall health planning for all areas in which the Corporation conducts business, under applicable rules and regulations of the Alabama Department of Mental Health, the State Board of Health, and of the agencies of the Federal Government making funds available for the purpose, through contracts for services with community mental health centers, community health centers, existing medical institutions, health departments and hospitals, and other mental health agencies, acting independently through their own

administrative and professional staffs, and without intervention by the corporation in the professional-patient relationship or in the medical treatment or administrative procedures of the contracting agency concerned.

The Corporation may:

1. Survey the primary care, mental health, and intellectual and developmental disabilities needs of the people of the area as designated in Paragraph 3, AREA OF SERVICE;
2. Determine where such comprehensive primary care and community mental health services are needed and can most advantageously be placed;
3. Enter into contracts with existing institutions and agencies to establish and conduct such services, to assist such contracting institutions and agencies in obtaining local, state, and federal funds for the construction of such new facilities and the provision of such operating funds as may be necessary in the development of the program; and
4. Serve as the initiator and coordinator of local primary care and mental health services in the area.

In all these endeavors the Corporation intends fully to cooperate with all public and volunteer agencies and to enter into such cooperative agreements or contracts as maybe necessary or advisable to insure coordination and continuity of community primary care and mental health services in the area.

6. PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

7. POWERS

The Corporation is authorized and empowered to exercise the following powers:

- a. To construct and maintain facilities as defined herein;
- b. To cooperate and contract with the State Board of Health for the construction, operation, and maintenance of such facilities and for the operation and execution of such programs as it has elected to implement;
- c. To cooperate and contract with the Alabama Department of Mental Health for the construction, operation, and maintenance of such facilities and for the operation and execution of such programs as it has elected to implement;

d. To take over by purchase, lease, or otherwise any hospital or other facilities to be used for carrying out such programs as it has elected to implement;

e. To purchase, lease or rent any land, building structure, or facilities needed in its operations;

f. To obtain options upon, and to acquire by purchase, gift, grant, bequest, devise, or otherwise, any property or interest therein from any person;

g. To sell, exchange, transfer, assign, or pledge any property, or any interest therein to any person;

h. To improve any such property;

i. To insure against such risks as it may deem advisable;

j. To borrow money upon its bonds, notes, warrants, debentures, or other evidences of indebtedness, and to secure the same by pledges of its revenues;

k. To have perpetual succession;

l. To make and execute contracts and other instruments necessary or convenient to the exercise of its powers;

m. It is authorized and directed to determine reasonable fees for such services which it makes available to the public, and it shall collect such fees unless, on application and investigation, it is determined that the person receiving such services is unable to pay the established fee, and in such case, such amount as he is able to pay will be collected;

n. To make and from time to time amend and repeal by-laws and regulations not inconsistent with Act 310;

o. To carry into effect the powers and purposes conferred by Act 310; and

p. To do any and all other things necessary or convenient to act out the powers given in Act 310. It shall, in addition, have the power to sue and be sued in its corporate name, to contract with others the performance by them of any of its powers, and to exercise all other powers vested in non-profit corporations as now defined by the laws of Alabama or as may hereafter be enacted.

8. BY-LAWS

The By-Laws of the Corporation shall be adopted by its Board of Directors. All alterations, deletions, additions or amendments must be approved at a meeting of the said Board by an affirmative vote a majority of the members attending and voting.

9. DIRECTORS AND THEIR TERMS

The Corporation shall have a Board of Directors consisting of three (3) members of each County served and the City of Mobile, each of whom shall be a resident of the area of the appointing authority for that member's position. Each of the approving authorities for the counties named in Article 3 above, and for the City of Mobile shall designate three (3) members of the Board.

The six (6) year terms of office of the Directors shall be arranged insofar as possible such that the terms of office of approximately one-fourth of all Directors will end at noon on April 1, in each odd-numbered calendar year. As each said term expires or otherwise becomes vacant, the governing body authorized to make that appointment shall be requested, in the case of expiring terms to appoint a successor for a term of six (6) years, and in the case of other vacancies, for the balance of the unexpired term, with each term of office ending at noon on April 1 of the sixth year. Each Director shall hold office until a successor shall have been chosen. Thereafter, the respective governing bodies shall appoint a successor to each Director as his term shall expire, for a term of six (6) years, with each term of office ending at noon, on April 1, as set forth above, and with each Director serving until his successor shall be appointed. A member of the Board of Directors shall receive no compensation for his or her services.

At the time any vacancy occurs, the Board shall recommend to the appropriate governing authority a candidate for the appointment.

10. NON-PROFIT

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall enure to the benefit of any member, director, or individual. The balance, if any, of all money received by the Corporation from its operation, gifts, contributions, or otherwise, after the payment in full of any debt and operations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for the mental health-intellectual/developmental disabilities purposes for which this Corporation is organized. The Corporation shall have no members.

11. FUNDS

Funds appropriated by any county or municipality shall be used for the benefits of its citizens. The Board shall comply with any existing minimum standards of maintenance and

operation that may be adopted by the State Board of Health and the State Department of Mental Health.

12. AMENDMENTS

Amendments to the Certificate of Incorporation may be made in accordance with the provisions of Act 310, Section 7.

13. DISTRIBUTION AND DISSOLUTION

In event of dissolution of the Corporation, assets and property, real, personal or mixed, remaining in the Corporation shall be distributed to a public or private tax exempt entity in such proportions as best approximates the geographical areas served by, and for the providing of services as nearly as possible approximating, those offered in such geographical areas by the Corporation.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ALTAPOINTE HEALTH SYSTEMS, INC.

Gaylord C. Lyon, Jr.
By: Gaylord C. Lyon, Jr.
Its: President

Gilbert R. Laden
By: Gilbert R. Laden
Its: Treasurer

STATE OF ALABAMA

COUNTY OF MOBILE

I the undersigned, a Notary Public in and for said State and County, hereby certify that Gaylord C. Lyon, Jr. and Gilbert R. Laden, whose names as President and as Secretary of ALTAPOINTE HEALTH SYSTEMS, INC., an Alabama public corporation created pursuant to the provisions of Ala. Code §§22-51-1 et seq. (1975), are signed to the

foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, each as such officer and with full authority, executed the same voluntarily for an as the act of said corporation.

Given under my hand and office notarial seal this 23 day of May, 2019

Lina V. Foster
Notary Public
My Commission expires: 4/6/2021

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