

CINDY HABER CENTER, INC.

Post Office Box 853
Robertsdale, AL 36567
(251) 947-5608
(251) 947-6020 (Fax)

January 7, 2019

Baldwin County Commission
Baldwin County Administration Building
ATTN: County Commission Office/Ronald Cink
312 Courthouse Square
Suite 12
Bay Minette, Alabama 36507

Dear Mr. Cink:

The purpose of this letter is to seek the approval of the Baldwin County Commission regarding certain modifications to the Certificate of Incorporation of the Cindy Haber Center, Inc. (formerly known as the MR/DD Board, Inc.). The proposed 2018 Amended Certificate of Incorporation dated November 26, 2018 is attached for your consideration and approval of the County Commission.

I am the President of the Board of Directors of the Cindy Haber Center, Inc. As you may know, the Cindy Haber Center, Inc. currently provides case management services for individuals with intellectual and developmental disabilities in Baldwin, Clarke and Washington Counties. Recently, we were contacted by officials with Alta Pointe, Inc., the entity that currently provides these services in Mobile County. They proposed that the Cindy Haber Center should begin providing these services to individuals in Mobile County in addition to our current footprint. Our Board of Directors has approved the proposed expansion of our area of operations. A copy of the resolution of the Board of Directors to this effect is attached. The Alabama Department of Mental Health has also approved this proposal. A copy of the approval letter from the Alabama Department of Mental Health is attached.

The proposed expansion of our area of operations requires a modification of our Certificate of Incorporation. Under Alabama Code §22-51-7, all of the governmental entities under whose authority we operate must approve any modification to our Certificate of Incorporation. As Baldwin County is one of the Counties in which we operate, we must have approval from the County Commission in order to implement this modification.

I have attached a proposed resolution for the Baldwin County Commission authorizing the modification outlined above. Identical proposed resolutions have been submitted to the County Commissions for Clarke, Washington and Mobile Counties for their respective approvals.

Please do not hesitate to contact me if you have any questions regarding this proposal.

Very Truly Yours

A handwritten signature in cursive script, reading "Peggy Vanover-Barnes". The signature is written in dark ink and is positioned above the printed name.

Peggy Vanover-Barnes
President

Enclosures

cc: Cindy Haber, Exec. Director (w/o encl)

STATE OF ALABAMA)
COUNTY OF BALDWIN)

RESOLUTION # _____
OF THE BALDWIN COUNTY COMMISSION

PURSUANT TO §22-51-7, *CODE OF ALABAMA 1975*, APPROVING A PROPOSAL AS BEING IN THE PUBLIC INTEREST TO EXPAND THE AREA IN WHICH THE CINDY HABER CENTER, INC. PROVIDES CASE MANAGEMENT SERVICES TO INDIVIDUALS WITH INTELLECTUAL OR DEVELOPMENTAL DISABILITIES SO AS TO ENCOMPASS BALDWIN, CLARKE, WASHINGTON AND MOBILE COUNTIES AND AN AMENDMENT OF ITS CERTIFICATE OF INCORPORATION TO REFLECT THIS EXPANSION.

WHEREAS, the Articles of Incorporation for the Cindy Haber Center, Inc. (Previously known as the MR/DD Board, Inc., and hereinafter referred to as the "Corporation" or "Haber Center") were originally recorded in the Office of Judge of Probate of Baldwin County, Alabama, at Miscellaneous Book 78, p. 1204-1213, subsequently amended by Articles of Amendment recorded in the Office of Judge of Probate of Baldwin County, Alabama, at Miscellaneous Book 101, p. 1825-1831, and further amended by Articles of Amendment recorded in the Office of the Judge of Probate of Baldwin County, Alabama at Instruments Number 796792 and 1690309; and

WHEREAS, pursuant to §22-51-7, *Code of Alabama 1975*, the Board of Directors of the Corporation have adopted, the a Proposed 2018 Amended Certificate of Incorporation at a specially called meeting of the board of directors on the 26th of November 2018, the principal effect of which would expand the area in which the Corporation provides services to individuals with Intellectual or Developmental Disabilities to include Baldwin, Clarke, Washington and Mobile Counties; and

WHEREAS, pursuant to §22-51-7, *Code of Alabama 1975*, the Corporation has requested the County Commission of BALDWIN County, Alabama, approve said 2018 Amended Certificate of Incorporation of the Cindy Haber Center, Inc., as in the public interest; and

WHEREAS, pursuant to §22-51-7(1), *Code of Alabama 1975*, the Corporation has submitted a document to the County Commission of BALDWIN County, Alabama, from the Alabama Department of Mental Health showing that the Alabama Department of Mental Health has approved the proposed 2018 Amended Certificate of Incorporation for the Cindy Haber Center, Inc.; now therefore

BE IT RESOLVED, BY THE COUNTY COMMISSION OF BALDWIN COUNTY, ALABAMA, that, based upon the foregoing, the 2018 Amended Certificate of Incorporation of the Cindy Haber Center, Inc. expanding the area of operations for the Corporation to include Baldwin, Clarke, Washington and Mobile Counties, is in the public interest and that we hereby approve said 2018 Amended Certificate of Incorporation of the Cindy Haber Center, Inc. pursuant to §22-51-7(2) and (3), *Code of Alabama 1975*.

Done this _____ day of _____, 2019

CHAIRMAN

COUNTY COMMISSION OF BALDWIN COUNTY, ALABAMA

Cindy Haber Center, Inc.
BOARD of DIRECTORS MEETING
BALDWIN, CLARKE, and WASHINGTON COUNTIES
November 26, 2018
A Touch of Cajun Grill
207 S. Kimball Ave.
Jackson, AL 36545

Board members present: Peggy Vanover Barnes, Bill Scully, Eileen Mueller, Dianne McKenzie, Mike Larrimore, Rhonda Gibson, Bryce Caton, Sarah Hansen, Richmond Cheney, Matthew Tyler, Hardy Tyler, and Diane Jones

Staff present: Cindy Haber and Dawn Roley.

Guest present :Norville Jones.

The meeting was called to order by President Peggy Vanover Barnes at 5:26 PM.

Invocation was given by Mike Larrimore.

The Pledge of Allegiance was led by Peggy Vanover Barnes.

The November 26, 2018 agenda was unanimously approved.

Alta Point Mental Health has approached this board concerning the case management of Mobile County. They are requesting that Cindy Haber Inc. assume the role of case management for Mobile County. An extensive discussion ensued. Bill Scully reminded us that if we assumed this role the Baldwin, Clarke, and Washington County Commissions would have to approve the plan. In addition the articles of incorporation would have to be amended and approved by each county involved.

A motion was made by Bill Scully to amend the articles of incorporation to include the case management of Mobile County. The motion was second by Mike Larrimore and approved unanimously.

There being no further discussion the meeting was adjourned at 6:15 PM.

Respectfully submitted,



Eileen Mueller, secretary

**CONSENT AND WAIVER OF NOTICE REGARDING
THE SPECIALLY CALLED MEETING
OF THE BOARD OF DIRECTORS OF THE CINDY HABER CENTER, INC.**

We the undersigned consent and waive notice at to the specially called meeting of the Board of Directors of The Cindy Haber Center, Inc. to be held on the 26th day of November, 2018 at the Li'l Touch of Cajun Grill 207 S Kimball Ave, Jackson, AL 36545 for the purpose of considering whether or not to approve a proposal to amend the Certificate of Incorporation for the Cindy Haber Center to expand the area within which the Cindy Haber Center, Inc provides services so as to Mobile County, Alabama.

Sarah Hansen
Name:

Sarah Hansen
Name:

Richmond Chaney
Name: Richmond Chaney

Dianne A. McKenzie
Name: DIANNE A. MCKENZIE

Brice Carter
Name:

Matthew Tyler
Name: Matthew Tyler

Hardy Tyler
Name: Hardy Tyler

Rhonda J. Gibbs
Name: Rhonda Gibbs

Diane Jones
Name: DIANE JONES

Peggy Van Darnes
Name:

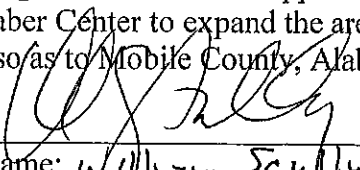
Peggy Vanover Darnes
Name:

Eileen Mueller
Name: EILEEN MUELLER

Mike Larrimore
Mike Larrimore

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Name: William Scully

Name:

Name:

Name:

Name:

Name:

Name:

Name:

Name:

Name:

Name:

Name:

**MINUTES OF THE SPECIALLY CALLED MEETING
OF THE BOARD OF DIRECTORS OF THE CINDY HABER CENTER, INC.**

A specially called meeting of the Board of Directors of The Cindy Haber Center, Inc. (hereinafter referred to as the "Board"), was held on the 26th day of November, 2018, a quorum of the board being present.

The meeting was called to order by the President.

The President brought to the attention of the Board the following matter: a proposal to amend the Certificate of Incorporation for the Cindy Haber Center to expand the area within which the Cindy Haber Center, Inc provides services to Mobile County, Alabama. After discussion by the Board, upon motion duly made and seconded, and unanimously carried by the directors then voting, the Board adopted the following resolution:

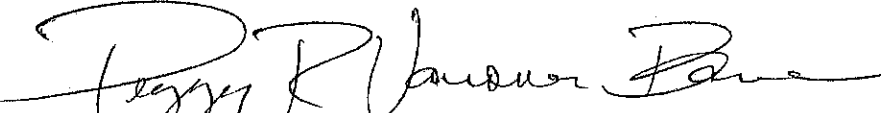
RESOLVED, that the attached Amended Certificate of Incorporation for the Cindy Haber Center, Inc. be adopted so as to include Mobile County, Alabama within its area of operations and to make certain technical corrections.

There being no further business to come before the meeting, upon motion duly made and seconded, and unanimously carried, it was adjourned.



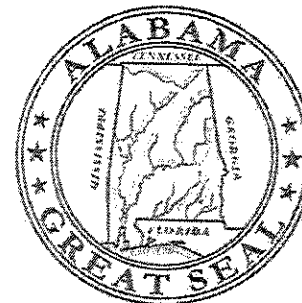
EILEEN MUELLER, Secretary

APPROVED:


PEGGY VANOVER BARNES, President



State of Alabama
Department of Mental Health



Be it known by all:
by virtue of the authority vested therein by Code of Alabama 1975 §22-50-17
the Alabama Department of Mental Health does hereby certify and proclaim that the


Cindy Haber Center, Inc.
Baldwin, Clarke, Washington and Mobile Counties Case Management
23214 East Chicago Street, Robertsdale, Alabama 36567
Case Management (ID)

is in compliance with program and physical facility standards promulgated by the
Alabama Department of Mental Health.

Continued certification of this agency/facility is contingent on maintaining compliance with the
standards upon which this certification was issued and is subject to periodic inspection.

Effective date
December 20, 2018

Programmatic Only
Certified through
October 30, 2020



Commissioner

7111

**2018 AMENDED CERTIFICATE OF INCORPORATION
OF THE
CINDY HABER CENTER, INC.
An Alabama Public Corporation Under Alabama Code Section 22-51-1 *et seq.***

STATEMENT OF INTENT

The Articles of Incorporation for this Corporation were originally recorded in the Office of Judge of Probate of Baldwin County, Alabama, at Miscellaneous Book 78, p. 1204-1213, subsequently amended by Articles of Amendment recorded in the Office of Judge of Probate of Baldwin County, Alabama, at Miscellaneous Book 101, p. 1825-1831, and further amended by Articles of Amendment recorded in the Office of the Judge of Probate of Baldwin County, Alabama, at Instrument Number 796792 and Restated on February 11, 2011. Now the Board of Directors of this Corporation desire to amend the Certificate of Incorporation in two ways: First so as to expand the area of service for the Corporation to include Baldwin, Clarke, Washington and Mobile Counties in Alabama; and Second to reflect changes in the name of the Corporation and of the Alabama Department of Mental Health.

RESOLUTION OF ADOPTION

The Board of Directors, duly constituted under the Articles of Incorporation and the laws of the State of Alabama, at a specially called meeting in November of 2018 hereby adopt this 2018 Amended Certificate of Incorporation for the Cindy Haber Center, Inc., in accordance with the provisions of Section 22-51-7, *Code of Alabama (1975)* regarding the amendment of these Articles, and Section 10-2B-10.07, *Code of Alabama (1975)* regarding the Restatement of Articles of Incorporation generally. This Revised Certificate shall be effective when recorded in the Office of the Judge of Probate, Baldwin County, Alabama along with evidence of approval of the Amendment by the Alabama Department of Mental Health, the County Commissions of Baldwin, Clarke, Washington and Mobile Counties in Alabama.

**I.
NAME OF CORPORATION**

The name of the Corporation shall be the Cindy Haber Center, Inc.

**II.
LOCATION OF PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing address of the principal office of the Corporation is Post Office Box 853, Robertsdale, Alabama 36567. The location of the principal place of business for the Corporation is 23414 East Chicago St., Robertsdale, Alabama 36567.

III.
AREA OF SERVICE

The area which will be served by the Corporation shall be the Counties of Baldwin, Clarke, Washington and Mobile in the State of Alabama.

IV.
NAME OF APPROVING GOVERNING BODY

The County Commissions of Baldwin County, Clarke County, Washington County and Mobile County are the governing bodies for this Public Corporation. Application was filed in conformity with Section 22-51-3 Code of Alabama (1975) seeking the approval of each Governing Body for the formation or operation of the Corporation within the respective counties, and upon approval of the Governing Bodies and the Alabama Department of Mental Health, said approvals shall be recorded along with these Restated Articles.

V.
PROGRAMS AND PURPOSES

This Corporation is a Public Non-Profit Body Corporate under the Laws of the State of Alabama, and more particularly under the provisions of Act Number 310 adopted by the Alabama Legislature at its 1967 Regular Session and codified in Sections 22-51-1 through 22-51-14 Code of Alabama (1975), ("ACT"). The purpose or purposes for which it is organized are as follows:

1. The planning and taking of other steps leading to comprehensive State and Community action to combat all forms of intellectual and other developmental disabilities previously grouped under the term 'mental retardation.';
2. Studies of the needs and available resources of the State in relation 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 developmental disabilities;
3. The providing of anyone or more of the following services:
 - (a) Diagnosis;
 - (b) Evaluation;
 - (c) Treatment;
 - (d) Rehabilitation;
 - (e) Personal care;
 - (f) Day care;
 - (g) Residential care;
 - (h) Special living arrangements;

- (i) Domiciliary care;
- (j) Training;
- (k) Education;
- (l) Sheltered employment;
- (m) Recreation and camping programs;
- (n) Counseling to individuals with mental retardation/developmental disabilities and their families;
- (o) Protective and other social and socio-legal services;
- (p) Information and referral services;
- (q) Follow along services;
- (r) Transportation;
- (s) Studies of the needs and resources in relation to persons with mental retardation/developmental disabilities;
- (t) Research relative to persons with mental retardation developmental disabilities; and
- (u) Clinical training of technical and specialized personnel needed in providing services to persons with mental retardation/developmental disabilities.

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

5. To contract with the State Board of Health and Alabama Department of Mental Health, or either of them, in carrying out programs for persons with developmental disabilities within its area of service;

6. 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;

7. Any combination of any of the foregoing.

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) in the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

VI.

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

VII. POWERS

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

1. To construct and maintain facilities as defined herein and in the ACT;
2. To cooperate and contract with the State Board of Health or the Alabama Department of Mental Health for the construction of such facilities;
3. 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;
4. To take over by purchase, lease or otherwise any facility to be used for carrying out such programs as it hall elected to implement.
5. To arrange with any appropriate Local or State agencies for the opening or closing of streets, roadways, alleys, or other rights of way or easements, and to exercise the power of eminent domain;
6. To purchase, lease or rent any land, building structure, or facilities needed in its operations;
7. To enter upon buildings or property in order to conduct investigations or to make surveys or soundings;
8. To obtain options upon, and to acquire by purchase, gift, grant, bequest, devise, or otherwise, any property or interest therein from any person;
9. To sell, exchange, transfer, assign, or pledge any property, or any interest therein to any person;
10. To improve any such property;
11. To insure against such risks as it may deem advisable;
12. To borrow money upon its bonds, notes, warrants, debentures, or other evidences of indebtedness, and to secure the same by pledges of its revenues;
13. To have perpetual succession;

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

15. 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;

16. To make, and from time to time, amend and repeal By-Laws, Rules and Regulations not inconsistent with the ACT;

17. To carry into effect the powers and purposes conferred by the ACT;

18. To do any and all things necessary or convenient to carry out the powers given ACT. It shall, in addition, have the power to contract with others for 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 Law of Alabama or as may hereafter be enacted.

VIII. 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 a majority of the members of the Board attending and voting.

IX. DIRECTORS AND THEIR TERMS

The Corporation shall have a Board of Directors of Thirty-two (32) members. Of these, the County Commission of Baldwin County, Alabama shall, by resolution, designate Eight (8) members, the County Commission of Clarke County, Alabama, by resolution, shall designate Eight (8) members, the County Commission of Washington County, Alabama shall, by resolution, designate Eight (8) members and the County Commission of Mobile County shall, by resolution, designate Eight (8) members. It is suggested that the governing body request the recognized developmental disabilities advocate groups active in their respective counties to suggest persons to fill the appointments. The members of the Board appointed by each county commission must be residents of the respective county.

Each Director shall serve a term of 6 years or until a replacement member has been duly appointed. However, each Governing Body may choose a different length of term. These Articles recommend that the Governing Bodies appoint Directors with terms that are staggered so that there is continuity on the board. The respective appointing authority shall appoint or reappoint a qualified person as a member of the Board of Directors whenever a member's term

expires or whenever a position becomes vacant for any other reason. A member of the Board of Directors shall receive no compensation for his or her services.

X. 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 inure 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 developmental disabilities purposes for which this Corporation is organized. The Corporation shall have no members.

XI. FUNDS

Funds appropriated by any county or municipality shall be used for the benefit of its citizens with priority to its indigent clients. The Board shall comply with minimum standards of maintenance and operation that may be adopted by the Alabama Department of Mental Health.

XII. AMENDMENTS

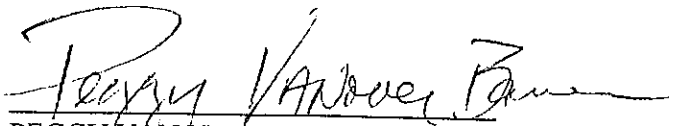
Amendments to the Certificate of Incorporation may be made by proceeding in accordance with the provision of Section 22-51-7 Code of Alabama (1975).

XIII. DISTRIBUTION AND DISSOLUTION

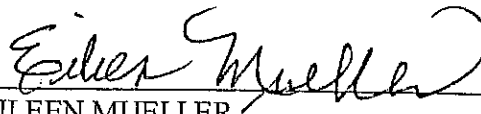
In event of dissolution of the corporation, assets and property, real, personal or mixed, remaining in the Corporation shall vest in the Department of Mental Health and Mental Retardation, only if such entity qualifies for exemption under the United States Internal Revenue Code Section 501(c)(3) at the time of dissolution, and the said Department of Mental Health shall use said assets and property exclusively for the mental retardation and other developmental disabilities purposes for which this Corporation is organized. In the event the Department of Mental Health does not qualify for exemption under Section 501(c)(3) at the time of dissolution, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Circuit Court of Baldwin County exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the public purposes as set forth in Alabama Code Sections 22-51-7 through 22-51-14.

DONE, as adopted by the Board of Directors during this specially called meeting of the Corporation held and conducted on the ____ day of _____, 2019.

CINDY HABER CENTER, INC.

By: 
PEGGY VANOVER-BARNES
Its: President, Board of Directors

ATTEST:

By: 
EILEEN MUELLER
Its: Secretary, Board of Directors