Box 38
J.H.P.

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 06/30/00
REQUEST NUMBER: 3939-0772
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/30/00 1455
EFFECTIVE DATE/TIME: 07/01/00 0001
CONTROL NUMBER: 0323612

TO:
MILLER & MARTIN LLP
1200 FIRST UNION TWR
150 4TH AVE NORTH
NASHVILLE, TN 37219-2433

Instr:200007030065837 Page: 1 OF 16
REC'D FOR REC 07/03/2000 12:20:10PM
RECORD FEE: $12.50
M. TAX: $0.00 T. TAX: $0.00

RE:
CENTERSTONE COMMUNITY MENTAL HEALTH CENTERS, INC.
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

FOR: ARTICLES OF MERGER ON DATE: 06/30/00

FROM:
MILLER & MARTIN LLP (1200 1ST UNION TWR)
1200 FIRST UNION TWR
150 4TH AVE. NORTH
NASHVILLE, TN 37219-2433

	FEES	
RECEIVED:	$100.00	$0.00
TOTAL PAYMENT RECEIVED:		$100.00

RECEIPT NUMBER: 00002706835
ACCOUNT NUMBER: 00339362

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

FILED

ARTICLES OF MERGER

MERGING

Columbia Area Mental Health Center, Inc.
Dede Wallace Center
Harriett Cohn Center, Inc.
Highland Rim Mental Health Center, Inc.
Luton Community Mental Health Center, Inc.
Health Facilities, Inc.
Cumberland Psychiatric Institute
and
Dede Wallace Institute

WITH AND INTO

Centerstone Community Mental Health Centers, Inc.

Pursuant to the provisions of Section 48-61-104 of the Tennessee Nonprofit Corporation Act, Columbia Area Mental Health Center, Inc. (hereinafter referred to as "CAMHC"), Dede Wallace Center (hereinafter referred to as "DWC"), Harriett Cohn Center, Inc. (hereinafter referred to as "HCC"), Highland Rim Mental Health Center, Inc. (hereinafter referred to as "HRC"), Luton Community Mental Health Center, Inc. (hereinafter referred to as "LCMHC"), Health Facilities, Inc. (hereinafter referred to as "HFI"), Cumberland Psychiatric Institute (hereinafter referred to as "Cumberland Associates"), Dede Wallace Institute (hereinafter referred to as "DWI") and Centerstone Community Mental Health Centers, Inc. ("Centerstone") hereby adopt the following Articles of Merger for the purpose of merging CAMHC, DWC, HCC, HRC, LCMHC, HFI, Cumberland Associates, and DWI with and into Centerstone, and hereby deliver the following Articles of Merger and state as follows:

1. A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein.

2. Pursuant to the Plan of Merger, CAMHC, DWC, HCC, HRC, LCMHC, HFI, Cumberland Associates and DWI will be merged with and into Centerstone Community Mental Health Centers, Inc.

3. The surviving corporation shall be Centerstone Community Mental Health Centers, Inc.

4. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of CAMHC at a meeting held February 3, 2000. The Plan of Merger must be approved by Centerstone, which is the sole member of CAMHC, and the Plan of Merger was duly approved

at a meeting of the Board of Directors of Centerstone held February 3, 2000, and by Centerstone in its capacity as sole member by action by written consent effective February 3, 2000.

5. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of DWC at a meeting held February 3, 2000. The Plan of Merger must be approved by Centerstone, which is the sole member of DWC, and the Plan of Merger was duly approved at a meeting of the Board of Directors of Centerstone held February 3, 2000, and by Centerstone in its capacity as sole member by action by written consent effective February 3, 2000.

6. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of HCC at a meeting held February 3, 2000. The Plan of Merger must be approved by Centerstone, which is the sole member of HCC, and the Plan of Merger was duly approved at a meeting of the Board of Directors of Centerstone held February 3, 2000, and by Centerstone in its capacity as sole member by action by written consent effective February 3, 2000.

7. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of HRC at a meeting held February 3, 2000. The Plan of Merger must be approved by Centerstone, which is the sole member of HRC, and the Plan of Merger was duly approved at a meeting of the Board of Directors of Centerstone held February 3, 2000, and by Centerstone in its capacity as sole member by action by written consent effective February 3, 2000.

8. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of LCMHC at a meeting held February 3, 2000. The Plan of Merger must be approved by Centerstone, which is the sole member of LCMHC, and the Plan of Merger was duly approved at a meeting of the Board of Directors of Centerstone held February 3, 2000, and by Centerstone in its capacity as sole member by action by written consent effective February 3, 2000.

9. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of HFI by action taken by written consent effective as of February 3, 2000. The Plan of Merger must be approved by CAMHC, which is the sole member of HFI, and the Plan of Merger was duly approved at a meeting of the Board of Directors of CAMHC held February 3, 2000, and by CAMHC in its capacity as sole member by action by written consent effective February 3, 2000.

10. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of Cumberland Psychiatric Institute d/b/a Cumberland Associates by action taken by written consent effective as of February 3, 2000. The Plan of Merger must be approved by HCC, which is the sole member of Cumberland Psychiatric Institute d/b/a Cumberland Associates, and the Plan of Merger was duly approved by action at a meeting of the Board of Directors of HCC held February 3, 2000, and by HCC in its capacity as sole member by action by written consent effective February 3, 2000.

11. The Plan of Merger was adopted and approved by the requisite vote of the Board of Directors of Dede Wallace Institute at a meeting held February 3, 2000. The Plan of Merger must be approved by DWC, which is the sole member of Dede Wallace Institute, and the Plan of Merger

was duly approved at a meeting of the Board of Directors of DWC held February 3, 2000, and by DWC in its capacity as sole member by action by written consent effective February 3, 2000.

12. The Plan of Merger was approved by requisite vote of the Board of Directors of Centerstone at a meeting held February 3, 2000. Centerstone has no members and thus no member approval is required.

13. These Articles of Merger shall be effective at 12:01 a.m. on July 1, 2000.

DATED: June 30, 2000.

COLUMBIA AREA MENTAL HEALTH CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)

DEDE WALLACE CENTER

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)

HARRIETT COHN CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)

HIGHLAND RIM MENTAL HEALTH CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)

LUTON COMMUNITY MENTAL HEALTH CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)

HEALTH FACILITIES, INC.

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)

CUMBERLAND PSYCHIATRIC INSTITUTE D/B/A CUMBERLAND ASSOCIATES

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)

DEDE WALLACE INSTITUTE

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

CENTERSTONE COMMUNITY MENTAL HEALTH CENTERS, INC.

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

EXHIBIT A

Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 30th day of June, 2000 by and between Columbia Area Mental Health Center, Inc. (hereinafter referred to as "CAMHC"), Dede Wallace Center (hereinafter referred to as "DWC"), Harriett Cohn Center, Inc. (hereinafter referred to as "HCC"), Highland Rim Mental Health Center, Inc. (hereinafter referred to as "HRC"), Luton Community Mental Health Center, Inc. (hereinafter referred to as "LCMHC"), Health Facilities, Inc. (hereinafter referred to as "HFI"), Cumberland Psychiatric Institute (hereinafter referred to as "Cumberland Associates"), Dede Wallace Institute (hereinafter referred to as "DWI") and Centerstone Community Mental Health Centers, Inc. (hereinafter referred to as "Centerstone").

WITNESSETH:

WHEREAS, CAMHC, DWC, HCC, HRC, LCMHC, HFI, Cumberland Associates, DWI and Centerstone are each Tennessee nonprofit public benefit corporations; and

WHEREAS, pursuant to the terms of the Tennessee Nonprofit Corporation Act, CAMHC, DWC, HCC, HRC, LCMHC, HFI, Cumberland Associates and DWI wish to merge with and into Centerstone, with Centerstone being the surviving corporation, all under the following terms and conditions.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the parties agree as follows:

1. CAMHC, DWC, HCC, HRC, LCMHC, HFI, Cumberland Associates, DWI and Centerstone shall merge pursuant to T.C.A. § 48-61-101 et. seq.

The full name of each corporation which is a party to the merger is:

Columbia Area Mental Health Center, Inc.
Dede Wallace Center
Harriett Cohn Center, Inc.
Highland Rim Mental Health Center, Inc.
Luton Community Mental Health Center, Inc.
Health Facilities, Inc.
Cumberland Psychiatric Institute
Dede Wallace Institute
Centerstone Community Mental Health Centers, Inc.

2. Centerstone Community Mental Health Centers, Inc. shall be the surviving corporation. The Charter and Bylaws of Centerstone, as amended as provided herein, are to be the Charter and Bylaws of the surviving corporation. The existing Board of Directors of Centerstone shall continue to be the Board of Directors of the surviving entity. The surviving corporation shall be a nonprofit public benefit corporation without members.

3. The Charter of Centerstone shall be amended and restated as set forth on Exhibit A attached hereto.

4. The sole current member of CAMHC, DWC, HCC, HRC, and LCMHC is Centerstone and those membership interests shall be canceled as of the effective date of the merger. The sole current member of HFI is CAMHC, and that membership interest shall be canceled as of the effective date of the merger. The sole current member of Cumberland Associates is HCC, and that membership interest shall be canceled as of the effective date of the merger. The sole current member of DWI is DWC, and that membership interest shall be canceled as of the effective date of the merger.

5. The merger shall be effective at 12:01 a.m. on July 1, 2000..

6. This Plan of Merger is subject to, and the consummation of the merger herein contemplated is conditioned upon, review of the merger and the determination of the Office of the Attorney General of Tennessee that it will take no action with regard to the transaction.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed by their duly authorized officers as the date first above written.

COLUMBIA AREA MENTAL HEALTH CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

DEDE WALLACE CENTER

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

HARRIETT COHN CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

HIGHLAND RIM MENTAL HEALTH CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

LUTON COMMUNITY MENTAL HEALTH CENTER, INC.

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

HEALTH FACILITIES, INC.

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

CUMBERLAND PSYCHIATRIC INSTITUTE
D/B/A CUMBERLAND ASSOCIATES

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

DEDE WALLACE INSTITUTE

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

CENTERSTONE COMMUNITY MENTAL HEALTH CENTERS, INC.

By: _____

Title: President

David C. Guth, Jr.

(Name and Title Typed)

EXHIBIT A

Amended and Restated Charter of
Centerstone Community Mental Health Centers, Inc.

AMENDED AND RESTATED CHARTER

OF

CENTERSTONE COMMUNITY MENTAL HEALTH CENTERS, INC.

The undersigned nonprofit Corporation hereby amends and restates its Charter pursuant to T.C.A. § 48-60-106 and states as follows:

A. The name of the Corporation is Centerstone Community Mental Health Centers, Inc.

B. The text of the Amended and Restated Charter is as follows:

1. The name of the Corporation is Centerstone Community Mental Health Centers, Inc.

2. The duration of the Corporation is perpetual.

3. The street address of the principal office of the Corporation in the State of Tennessee is 1101 Sixth Avenue, North, Nashville, Tennessee 37208, County of Davidson.

4. The street address of the registered office, the zip code of such office and the county in which the office is located is 1101 Sixth Avenue, North, Nashville, Tennessee 37208 in the County of Davidson. The name of the registered agent at that office is David C. Guth, Jr.

5. The Corporation is not for profit.

6. The Corporation is a public benefit corporation.

7. (a) The purposes of the Corporation are:

(i) to promote, acquire, build, establish, equip, operate and maintain one or more facilities for the provision of behavioral and other health care services, including without limitation community mental health centers; and to do any and all other actions and things necessary and proper for the efficient and effective establishment, management, control, operation and maintenance of such facilities, programs and services;

(ii) to own, lease or otherwise deal with all property, real and personal, to be used in furtherance of such purposes;

(iii) to contract with other organizations, for profit or nonprofit, with individuals and with governmental agencies in furtherance of such purposes;

(iv) to exercise all powers and authority necessary or convenient to carry on activities incidental to or associated with the purposes for which it is organized, and all other powers and authority conferred upon corporations generally by the Tennessee Nonprofit Corporation Act; and

(v) to engage in such other activities, exercise such other powers and privileges, take such other actions and carry out such other purposes as may be authorized by the Charter of this Corporation and which are permitted to be carried on by an entity either (i) exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (ii) to which contributions are deductible under Section 170(c)(2) of the Code.

(b) Notwithstanding any other provisions of this Charter to the contrary, the following restrictions shall apply to the purposes, operations and activities of the Corporation:

(i) the purposes of the Corporation shall in all events be charitable, religious, scientific or educational within the meaning of Section 501(c)(3) of the Code and shall be consistent with the requirements of Section 501(c)(3) and Section 509(a)(1) of the Code and all applicable Treasury Regulations issued thereunder;

(ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other 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 this Charter;

(iii) no substantial part of the activities of the Corporation shall be in the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code; and

(iv) the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

8. The Corporation shall not have any members.

9. Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, the assets of the Corporation

organization or organizations selected by the board of directors that are organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. 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 said court shall determine that are organized and operated exclusively for such purposes.

10. A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i)for any breach of the director's duty of loyalty to the Corporation, (ii)for acts or omissions not in good faith, or which involve intentional misconduct or knowing violation of law, or (iii)for unlawful distributions under T.C.A. § 48-58-304. If the Tennessee Nonprofit Corporation Act is amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as so amended.

11. The Bylaws of the Corporation may be altered, amended or repealed, and new and other Bylaws may be made and adopted only by the requisite vote of the board of directors of the Corporation.

12. The Corporation may not sell, lease, exchange or dispose of all or substantially all of its assets in the regular course of its activities nor may it mortgage such assets, whether in the regular course of activities or not, without the approval and authorization of the board of directors of the Corporation.

C. The Amended and Restated Charter requires only the approval of the board of directors, because there are no members of the Corporation and no approval by third person(s) is required.

D. The Amended and Restated Charter was duly adopted by requisite vote of the board of directors of the Corporation at a meeting on February 3, 2000.

Executed this 30th day of June, 2000.

CENTERSTONE COMMUNITY MENTAL HEALTH CENTERS, INC.

By: _____

Title: President

David C. Guth, Jr.
(Name and Title Typed)