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**ARTICLES OF INCORPORATION
OF
INDIANA BEHAVIORAL HEALTH CHOICES, INC.**

The undersigned Incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), executes the following Articles of Incorporation:

ARTICLE 1

Name

Section 1.01. Name. The name of this Corporation shall be Indiana Behavioral Health Choices, Inc.

ARTICLE 2

Purposes and Powers

Section 2.01. Public Benefit Corporation. This corporation is a public benefit corporation.

Section 2.02. Purposes. This Corporation is organized for the purpose of assisting and engaging in all activities which serve charitable or educational purposes permitted by the Act, including contracting for the provision of behavioral health services, which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations issued pursuant thereto, as amended.

Clause (a). Limitations. Nothing contained in these Articles of Incorporation shall be construed to authorize the Corporation to engage in any activities or perform any functions which are not consistent with and pursuant to charitable or education purposes as set forth in Section 501(c)(3) of the Code and the Treasury Regulations issued pursuant thereto, as amended.

Section 2.03. Statutory Powers. Subject to any specific written limitations imposed by the Act or by these Articles of Incorporation, and solely in furtherance of but not in addition to the limited purposes set forth in Section 2.02 of this Article, the Corporation shall have all the general rights, privileges, immunities, franchises and powers conferred upon corporations organized under the Act.

Section 2.04. General Powers. Subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, and solely in furtherance of but not

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in addition to the purposes set forth in Section 2.02 of this Article, the Corporation shall have the power to do all things necessary or convenient to further the activities and affairs of the Corporation, including the following general rights, privileges, and powers:

Clause (a). Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary to accomplish the limited purposes set forth in Section 2.02 of this Article, and such as are not repugnant to law. Such capacity shall include the power to sue and be sued in its corporate name.

Clause (b). To Have Officers and Agents. To appoint such Officers and agents of the Corporation as the affairs of the Corporation may require, and to define their duties and fix their compensation.

Clause (c). To Hold Property. To acquire, hold, own, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of, either alone or in conjunction with others, every kind of interest in property, real or personal, tangible or intangible.

Clause (d). To Hold Securities. To acquire, hold, own and vote, to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities, or evidences of indebtedness of any other corporation, domestic or foreign.

Clause (e). To Make Contracts. To enter into, perform, cancel, and rescind all kinds of contractual obligations, including the guarantee of obligations and performance of others.

Clause (f). To Borrow Funds. To borrow money and to issue, sell, or pledge its obligations and evidences of indebtedness and to mortgage its property to secure the payment thereof.

Clause (g). To Lend Funds. To lend funds for any of the limited purposes set forth in Section 2.02 of this Article, including the investment of its funds from time to time, and to take real and personal property as security for the payments of funds so loaned or invested.

Clause (h). To Solicit Contributions. To solicit in any manner and receive and accept from any source any money, property, or services, including any present or future vested or contingent, legal or equitable, or conditional or absolute interest therein which is

given, granted, devised, bequeathed, or otherwise bestowed upon the Corporation and may be used to accomplish the purposes set forth in Section 2.02 of this Article.

Clause (i). To Make Gifts. To make gifts, donations, contributions, loans, and grants of all or any part of the income, assets, and property of the Corporation.

Clause (j). To Carry Insurance. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this section.

Clause (k). To Make By-Laws. To make by-laws for the government and regulation of its affairs.

Clause (l). To Indemnify Agents. To indemnify any Director, Officer, employee or former Director, Officer, or employee of the Corporation or any person who may have served at its request as a director, officer, or employee of another corporation against expenses actually and reasonably incurred by such in connection with the defense of any action, as provided in these Articles of Incorporation.

Clause (m). To Operate Within and Without of Indiana. To carry out the purposes in this state and elsewhere; and to acquire, own, hold, and use and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, inside or outside of this state.

Clause (n). To Act with Others. To perform any act which the Corporation acting alone has the power and capacity to perform by acting as a partner or otherwise in association with any individual, group of individuals, firm, partnership, association, corporation, department of government, or other entity, whether legally constituted or informally organized.

Section 2.05. Limitations Upon Powers.

Clause (a). Earnings. No member of the Corporation shall have or receive any earnings from the Corporation, except a member who is an Officer, Director, contractee or employee of the Corporation, in which event the member may receive fair and reasonable compensation for services provided as an Officer, Director, contractee or employee, and a member may also receive payments of principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by the member to the Corporation.

Clause (b). Dissolution. In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to the State of Indiana, or any instrumentality or subdivision thereof, exclusively for public purposes, or to any not-for-profit corporation, trust, foundation, or other organization, the purposes of which are similar to those of the Corporation and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the Court shall determine. No Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

Clause (c). Prohibited Activities.

- (i) No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or to any private individual.
- (ii) 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.
- (iii) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or

carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Code and the Regulations issued pursuant thereto, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations issued pursuant thereto, as amended.

ARTICLE 3

Period of Existence

Section 3.01. Terms. The period during which the Corporation shall continue is perpetual.

ARTICLE 4

Principal Office and Resident Agent

Section 4.01. Principal Office. The post office address of the principal office of the Corporation is:

697 Pro-Med Lane
Carmel, IN 46032

Section 4.02. Resident Agent. The name and post office address of the Resident Agent in charge of the principal office of the Corporation are:

Mr. Larry L. Burch
697 Pro-Med Lane
Carmel, IN 46032

ARTICLE 5

Members

Section 5.01. Membership. The Corporation's membership shall consist of the subscribing members and such other natural persons or entities whom the Board of Directors shall from time to time approve for membership.

Section 5.02. Voting Rights. Each member of the Corporation who is present in person or by written proxy shall be entitled to one (1) vote upon each question voted upon at all meetings of members.

Section 5.02. Other Rights and Preferences. The membership rights and preferences of each member of the Corporation shall be the same as the membership rights and preferences of every other member.

ARTICLE 6

Directors

Section 6.01. Number of Directors. The initial Board of Directors of the Corporation shall consist of four (4) persons. Each member of the Corporation shall be entitled to appoint one (1) representative of such member to the Corporation's initial Board of Directors. The number of Directors of the Corporation shall be specified from time to time in the Code of By-Laws of the Corporation; provided, however, that the minimum number shall be four (4) and the maximum number shall be fifteen (15). The Code of By-Laws of the Corporation shall specify the conditions by which a Board member shall serve on the Board, and the manner by which subsequent Boards shall be elected or appointed.

Section 6.02. Names and Post Office Addresses. The names and post office addresses of the initial members of the Board of Directors are as follows:

Eric Crouse	6934 Hillsdale Court Indianapolis, IN 46250
Dennis Jones	1001 West Tenth Street Indianapolis, IN 46202
Larry Burch	697 Pro-Med Lane Carmel, IN 46032
A. Robert Dunbar	8320 Madison Avenue Indianapolis, IN 46227

ARTICLE 7

Incorporator

Section 7.01. Name and Address of Incorporator. The name and post office address of the Incorporator are as follows:

David E. Jose
201 North Illinois, Suite 1000
Indianapolis, IN 46204

ARTICLE 8

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 8.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 8.02. Code of By-Laws. The Board of Directors shall have the power, without the assent of the members, to make, alter, or amend the Code of By-Laws of the Corporation.

Section 8.03. Officers. The Officers of the Corporation shall consist of a President, a Treasurer, a Secretary, and such other officers as may be prescribed by the Code of By-Laws or prescribed by resolution of the Board of Directors. The Officers shall be chosen by the Board of Directors in the manner specified in the Code of By-Laws.

Section 8.04. Term of Office of Directors and Officers. Each Officer and Director shall hold his/her office for the term specified in the Code of By-Laws, but no term shall end until a successor is elected and qualified for the office to be vacated.

Section 8.05. Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors or of such committee and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee. Action taken by written consent shall be effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 8.06. Meetings of Members. All meetings of the members shall be held at such place within or without the State of Indiana as may be designated by the Board of Directors pursuant to the provisions of the Code of By-Laws.

Section 8.07. Action by Members. Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by at least eighty percent (80%) of the members entitled to vote with respect to the subject matter thereof and such written consent is filed with the minutes of the proceedings of the members. Such consent shall be effective when the last member has signed the consent or upon the prior of subsequent effective date specified in the consent.

Section 8.08. Limitation on Powers of Members and Board of Directors. Notwithstanding any contrary provisions in these Articles, neither the members nor the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Code.

Section 8.09. Interest of Directors in Contracts. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors is a director or officer or is financially interested shall be either void or voidable because of this relationship or interest or because the Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his/her or their votes are counted for such purposes, if (1) the fact of this relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Section 8.10. Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by the Corporation because of any action taken or not taken by such person in his/her capacity as a member of the Board of Directors, Officer, employee, or agent of the Corporation in good faith and in reliance upon (1) financial statements of the Corporation represented to such person to be correct by the chief executive officer or the chief financial officer of the Corporation; (2) financial statements of the Corporation certified by independent public accountants or independent certified public accountants fairly to present the financial condition of the Corporation in accordance with generally accepted accounting principles; (3) opinion of legal counsel to the Corporation; or (4) opinion of any engineers, appraisers, or other experts whose professions give authority to the opinions so expressed by them. This section shall not be construed to subject any such person to liability to the Corporation for loss or damage suffered by the Corporation because of any other action taken or not taken by such person for which such person would not otherwise be liable to the Corporation under applicable common and statutory law.

Section 8.11. Indemnification. The Corporation shall indemnify any person made or threatened to be made a party to any action, suit, or proceeding, whether civil or criminal, administrative or investigative, and whether formal or informal, by reason of the fact that the person, his/her testator, or intestate is or was a Director, Officer, or employee of the Corporation or of any corporation which he/she served as such at the request of the Corporation (any such person made or threatened to be made such a party is hereinafter termed a "Qualifying Person"), against the reasonable expenses, including attorneys' fees, actually incurred by the person in connection with the defense of such action, suit, or proceeding, or in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, if: (i) the person's conduct was in good faith; (ii) the person reasonably believed (a) in the case of conduct in his/her official capacity with the Corporation, that his/her conduct was in the Corporation's best interests, and (b) in all other cases, that his/her conduct was at least not opposed to the Corporation's best interest; and (iii) in the case of any criminal proceeding, he/she (a) had reasonable cause to believe his/her conduct was lawful, or (b) had no reasonable cause to believe his/her conduct was unlawful.

The Corporation shall pay for or reimburse the reasonable expenses incurred by a Qualifying Person in advance of final disposition of any such action, suit, or proceeding if the following occur: (i) the Qualifying Person furnishes to the Corporation a written affirmation of his/her good faith belief that he/she has met the standard of conduct necessary for indemnification described in this Section 8.11 (the "Standard"); (ii) he/she furnishes the Corporation a written undertaking executed by him/her to repay any such advance if it is ultimately determined that he/she did not meet the Standard; and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 8.11.

Section 8.12. Removal of Directors. Any Director may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose by a vote of seventy-five percent (75 %) of all the members of the Board of Directors then serving.

Section 8.13. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would permit any part of the net earnings or property of the Corporation to inure to the benefit of any private individual or which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code, as amended, or such equivalent provision as may hereafter exist from time to time.

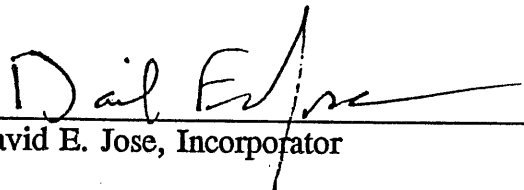
ARTICLE 9

Restrictions Applicable if the Corporation Is or Becomes a Private Foundation

Section 9.01. Restrictions. If and at any time when the Corporation is a private foundation within the meaning of the Internal Revenue Code, it shall:

- (i) Cause its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code Section 4942 or any successor statute thereto;
- (ii) Engage in no act of self-dealing as defined in Code Section 4941(d) or any successor statute thereto;
- (iii) Not obtain or retain excess business holdings as defined in Code Section 4943(c) or any successor statute thereto;
- (iv) Make no investment in such manner as to subject the Corporation to tax under Code Section 4944 or any successor statute thereto; and
- (v) Make no taxable expenditure as defined in Code Section 4945(d) or any successor statute thereto.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article 7, executes these Articles of Incorporation and affirms under the penalties for perjury that the above and foregoing representatives are true and correct to the best of his knowledge and belief, this 4th day of October, 1996.



David E. Jose, Incorporator