704369

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:
Division of Corporations
Fax Number : (850)617-6380

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

MENTAL HEALTH CARE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	$43.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 2, 2025

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MENTAL HEALTH CARE, INC.
5707 N. 22ND ST.
TAMPA, FL 33610

Corrected and Attached.
Thank you.

SUBJECT: MENTAL HEALTH CARE, INC.
REF: 704369

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please put the current name of the corporation (Mental Health Care, Inc.) at the top of page 1 under the heading Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

FAX Aud. #: H25000195798
Letter Number: 325A00011756

FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 11, 2025

CAPITOL SERVICES

The name IBIS HEALTHCARE, INC. has been reserved for 120 days beginning April 11, 2025. The reservation number is R25000000112 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (850) 488-9000, the Name Availability Section

Genesis R Kersey

Letter number: 525A00007781

Account number: I20160000017

Amount charged: 35.00

MENTAL HEALTH CARE, INC.
5707 N. 22nd St.
Tampa, FL 33610
rtyson@gracepointwellness.org
(813) 239.2088

April 10, 2025

FILED
2025 APR 11 AM 9:47

Secretary of State
Division of Corporations
Florida Department of State
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Application to Reserve a Corporate Name

Dear Sir or Madam:

I am writing to request the reservation of the following corporate name:

IBIS HEALTHCARE, INC.

Please reserve this name for the exclusive use by MENTAL HEALTH CARE, INC., a Florida corporation (Florida Document # 704369) for a period of 120 days, as provided under Florida Statutes Sections 607.01401 and 607.04021. I understand that this reservation does not guarantee the approval of the name for incorporation purposes and that I must comply with all other requirements set forth by the Florida Department of State.

Enclosed is the required fee for the name reservation. Please confirm the reservation at your earliest convenience. Thank you for your assistance.

Sincerely,

MENTAL HEALTH CARE, INC.

By: Roaya Tyson

Roaya Tyson, Chief Executive Officer

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MENTAL HEALTH CARE, INC.

(a Florida Not for Profit Corporation)

MENTAL HEALTH CARE, INC. (the "Corporation"), a Florida not for profit corporation (Florida Document Number 704369), certifies as follows:

1. The Corporation filed its original Articles of Incorporation with the Florida Department of State, Division of Corporations, on August 2, 1962 (as amended, restated, supplemented, amended and restated or otherwise modified from time to time prior to the date hereof, the "Original Articles").

2. The Corporation is amending and restating the Original Articles in their entirety to read as follows:

* *

"ARTICLE I
NAME

The name of the corporation shall be **IBIS HEALTHCARE, INC.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 5707 North 22nd Street, Tampa, Florida 33610.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of the Corporation shall be 5707 North 22nd Street, Tampa, Florida 33610, and the registered agent of the Corporation at such address is Roaya Tyson. The Corporation shall maintain its registered office as required by law and may have offices in such other places as may be determined from time to time by the Board of Directors of the Corporation.

ARTICLE IV
PURPOSE; POWERS

(a) The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, among other things, fostering low-income housing and providing a range of primary care services and behavioral health services, including direct patient services, indirect mental health and substance abuse services, substance abuse prevention, treatment and recovery support services and intensive outpatient to the residents of the community. Such services shall include, among other things, emergency, outpatient, partial hospitalization, inpatient, detox, pharmaceutical services, medical services, consultation, resources and education, pre-care and aftercare and shall be made available to all residents of the community regardless of age, race, sex, creed, voluntary or involuntary status or ability or inability to pay, and may include, but not limited to, such additional services as can be funded under the Florida Mental Health Act.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes). No director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating or intervening in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

(c) Notwithstanding any other provisions herein, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), or the regulations issued thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations issued thereunder.

(d) The Corporation shall have and exercise each and every power and right granted to a not for profit corporation under the laws of the State of Florida as may be necessary or convenient to effect any and all of its purposes, subject, however, to the following:

(i) The Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(iii) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iv) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(v) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(vi) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(vii) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code.

ARTICLE V
MEMBERSHIP

The Corporation shall be organized as an entity without members.

ARTICLE VI
INCORPORATORS

The names of the original incorporators shall remain as set forth in the Articles of Incorporation filed with the Florida Department of State, Division of Corporations, on August 2, 1962, as amended, restated, supplemented, amended and restated or otherwise modified from time to time prior to the filing of these Amended and Restated Articles of Incorporation.

ARTICLE VII
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its properties controlled and its affairs supervised and managed by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation. Each member of the Board of Directors of the Corporation shall be elected in the manner and for the term prescribed in the Bylaws and shall hold office until his or her successor is duly elected and qualified.

ARTICLE VIII
OFFICERS

The Board of Directors of the Corporation shall have the ability to elect the officers of the Corporation in the manner and for the term prescribed in the Bylaws of the Corporation. Each officer shall be elected from time to time in accordance with the Bylaws, and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE IX
AMENDMENTS

The Articles of Incorporation of the Corporation may be amended, altered or restated at any regular meeting or a special meeting of the Board of Directors of the Corporation by a majority vote of the Board of Directors present at a meeting at which a quorum is present in accordance with the Bylaws.

ARTICLE X
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation and may be altered, amended or rescinded by the Board of Directors of the Corporation in a manner provided by the Bylaws.

ARTICLE XI
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE XII
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over exclusively to one or more charitable, religious, scientific, testing for public safety, literary or educational organizations which qualify under the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder as they now exist or as they may hereafter be amended; provided, however, that any distributions upon dissolution of the Corporation shall be to and for the exempt purposes of the Corporation as enumerated herein. No director, officer or private individual shall be entitled to share in the distribution of any of the assets of the Corporation. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on by (a) an entity exempt from federal income tax under Section 501(c)(3) of the Code, or (b) an entity to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE XIII
DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every director and officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of the Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

* *

3. The foregoing Amended and Restated Articles of Incorporation (the "Restated Articles") were approved and adopted by the Corporation's Board of Directors.

4. The Corporation has no members. As such, the Restated Articles do not contain an amendment to the Original Articles that require member approval.

5. The foregoing Restated Articles shall become effective as of 12:00 am on July 1, 2025 (the "Effective Date").

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be prepared under the signature of the Chief Executive Officer on May 13, 2025, but to be effective as of the Effective Date.

MENTAL HEALTH CARE, INC.

By: Roaya Tyson

Roaya Tyson, Chief Executive Officer

ACKNOWLEDGMENT

I, Roaya Tyson, hereby accept the appointment as registered agent of the above named Corporation and agree to act as such in accordance with the provisions of all applicable Florida Statutes relating to the proper and complete performance of my duties.

Roaya Tyson

Roaya Tyson