

Charter Number Only

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VALUATION ONLY

3/3/00
Mental Health Association
Requestor's Name
7145 W. OAKLAND PARK BLVD.
Address
Lauderhill, FL 33313.
City State ZIP Phone

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CORPORATION(S) NAME

Friends of mental Health, Inc.

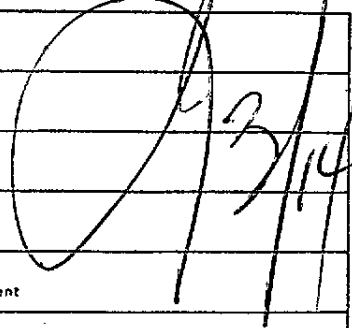
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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
Of
FRIENDS OF MENTAL HEALTH, INC.
(A Not For Profit Corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **FRIENDS OF MENTAL HEALTH, INC.**, and it shall be located at 7145 West Oakland Park Boulevard, Lauderhill, Florida 33313

ARTICLE II - PURPOSE AND ACTIVITIES

(a) **EXEMPT PURPOSE**

This corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, on a nonstock basis exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding section of any future United States Internal Revenue law and to assume through its work that resources are available to support and enhance the charitable activities of the Mental Health Association of County, Inc.

(b) **CLASSIFICATION**

To satisfy the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986 and the equivalent section of any future United States Internal Revenue law this corporation:

(1) is organized, and at all times hereafter shall be operated, exclusively for the benefit of, or to carry out the purposes of **FRIENDS OF MENTAL HEALTH, INC.**, ("FMH"), so long as it is described in Section 509(a)(1) or 509(a)(2) of the Code,

(2) shall be operated in connection with the organization described above,

(2) shall be operated in connection with the organization described above,

(3) shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than managers and other than one or more organizations described above.

(c) ACTIVITIES

In pursuance of its charitable, religious, educational and scientific purposes the corporation shall generate resources to:

(1) provide public education for the promotion of mental health,

(2) establish prevention services aimed at reducing risk factors which are associated with mental illness and/or dysfunctional lifestyles,

(3) promote initiatives which seek to expand and enhance resources and opportunities for persons with mental illnesses, their families and support systems and also similarly for enhancing quality of life for all persons in the community,

(4) develop empowerment initiatives which promote and enhance opportunity and choice for persons with mental illnesses in areas including but not limited to treatment access, housing, employment, transportation access and self-expression,

(5) encourage research initiatives in support of mental health,

(6) initiate service and outreach in promotion of mental wellness in the community, all through the Mental Health Association of Broward County.

In carrying out its purposes the corporation shall conduct its activities in such a manner that no part of its earnings shall inure to the benefit of, or be distributed to any member, trustee, director, officer or individual, 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 enumerated in this article.

All of the assets and earnings of the corporation shall be used exclusively for the charitable, religious, educational and scientific purposes hereinabove set forth, including the payment of expenses incidental thereto and all of the powers of the corporation shall be exercised exclusively for such purposes; and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate 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. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by (a) corporation exempt from Federal Income Taxation 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 the corresponding provision of any future United States Internal Revenue law).

ARTICLE III - MEMBERSHIP

The corporation shall have not less than three nor more than fifteen Trustees, who shall be the members of the corporation and shall be its Board of Trustees; and may have one or more Trustees Emeritus who shall not be eligible to vote or serve as officers of the corporation.

The qualifications, terms of office, and the manner in which a Trustee shall become a Trustee or be elected and continue in office, and the qualifications and terms of Trustee Emeritus and Chairperson Emeritus shall be as follows:

(a) Initial Trustees. The initial Board of Trustees shall consist of the following Trustees who shall continue in office as provided in these Articles.

Anne French

Craig Biles

Idelle Newburge

Kristen DeGina

Anita Godfrey

(b) Election of Trustees. Successors to elected Trustees whose term of office expire in any year shall be elected in May of that year by the Board of Trustees, and shall take office at the first meeting of the Board of Trustees within 10 days after May 30 of that year. Whenever the number of elected Trustees in office shall be less than three, the Board of Trustees, at its discretion, shall elect at anytime one or more additional Trustees who shall take office immediately thereafter; provided, that the number of elected Trustees in office at any time shall not exceed a maximum of fifteen.

(c) Term of Office. The term of office shall be one (1) year and can continue for the number of years set forth in the Bylaws. A successor to an elected Trustee shall hold office for the unexpired term of the elected Trustee whom he is succeeding.

(d) President/CEO of Mental Health Association of Broward, Inc. One of the Trustees in office at any time shall be the President/CEO of the Mental Health Association of Broward County, Inc.

(e) Trustees. Trustees may be elected by the Board of Trustees from the community at large and the Board of Directors of the Mental Health Association of Broward County, Inc.

(f) Vacancies. If an elected Trustee shall not accept the office or under any circumstances shall cease to be a Trustee, the vacancy thus created may be filled by the Board of Trustees at any time, whether or not the number of Trustees then in office shall be less than three.

(g) Absences from Meetings. If an elected Trustee, whether now in office or hereafter elected shall be absent from three successive meetings of the Board of Trustees without submitting to the Board of Trustees satisfactory reasons for the successive absences, he shall be deemed to have resigned from and created a vacancy in his office as Trustee, unless he shall be reinstated by the Board of Trustees at its first meeting after the third successive absence.

(h) Removal. Any elected Trustee, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees.

(i) Trustee Emeritus. Any Trustee who has served as a Trustee of the corporation for 10 or more years may be elected by majority vote of the Trustees of the corporation as Trustee Emeritus. A Trustee Emeritus may, but shall not be required to, attend meetings of the Board of Trustees.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - BOARD OF TRUSTEES

Section 1. Governing. The Board of Trustees shall be the governing body of the corporation and shall manage its affairs and exercise its corporate powers. The corporation shall be fully responsible for the management and fiscal affairs of the corporation, and fully responsible for any debts and liabilities it may incur.

Section 2. Quorum. The presence of three Trustees shall be necessary at any meeting of the Board of Trustees to constitute a quorum to transact business, except that less than three Trustees may elect a successor Trustee to fill any vacancy. The presence of a majority of the entire Board of Trustees shall be necessary to constitute a quorum at any meeting of the Board of Trustees at which (a) an elected Trustee or an Officer of the corporation is removed from office as a Trustee or an Officer, and (b) these Articles of Incorporation are amended.

Section 3. No Remuneration. No Trustee shall receive or be entitled to receive from the corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Trustee or as an officer of the corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any facilities related to any thereof, or any other facility or property constructed, otherwise acquired, or owned or operated by the corporation, but may be reimbursed by the corporation for actual expenses incurred and authorized by the Board of Trustees.

Section 4. Reports. The Trustees, when so requested, shall make or cause to be made reports of receipts, disbursements, balances and affairs of the corporation. The Trustees may require an audit of the corporation finances.

Section 5. Trustee's Liability. No Trustee shall be held liable or responsible for action taken by the Board of Trustees acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the corporation, nor for action taken by the Board of Trustees in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Trustee, either individually or as Trustee, because or as a result of any action taken by the Board of Trustees, shall be conducted

by counsel for the corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Trustee in connection with any such action, suit or proceeding not brought by or in behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions hearings and meetings, shall be paid by the corporation, and in the event of a judgment or a decree being rendered against the Trustee the corporation shall indemnify and save him harmless.

Section 6. Reimbursement of Trustees. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a Trustee, either individually or as Trustee, shall result in a judgment, decree or decision in favor of the Trustee, the corporation shall be liable to and shall reimburse the Trustee for all costs and expenses of the Trustee in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Section 7. Indemnification of Trustees. The corporation shall indemnify any Trustee made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Trustee or an officer of the corporation, or a trustee or director or officer of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Trustee may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Section 8. Additional Indemnification. The corporation shall indemnify any Trustee made a party to any action, suit or proceeding, other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Trustee for an act alleged to have been committed by such Trustee in his capacity as Trustee or as an officer of the corporation, or in the capacity of a trustee, director or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees,

actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Trustee acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Trustee did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE VI - OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and an Assistant Secretary/Treasurer who shall always be the CEO/Executive Director of the Mental Health Association of Broward County, Inc. The names of the initial officers of the Board of Trustees who are to serve until the organizational meeting and the first election of the Officers of the Board of Trustees are as follows:

Chairperson	Anne French
Vice Chairperson	Craig Biles
Treasurer	Idelle Newburge
Secretary	Kristen DeGina
Assistant Secretary/Assistant Treasurer	Anita Godfrey

Section 2. Election. Such officers shall be elected at the annual meeting in May of each year by the Trustees in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such officers shall hold office for a term of one year and until their successors are elected and take office.

Section 4. Other Officers. Other officers may be elected or appointed by the Board of Trustees at any time to hold office for such terms of office as the Board of Trustees may fix or to hold

office at the will of the Board of Trustees. It shall not be necessary for any such other officer to be a Trustee.

Section 5. Removal. Any officer, whether now in office or hereafter elected or appointed, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees.

ARTICLE VII - SUBSCRIBER

The name and resident address of the subscriber to these Articles of Incorporation is:

Anita Godfrey, President/CEO
Mental Health Association of Broward County
7145 West Oakland Park Boulevard
Fort Lauderdale, Florida 33313

ARTICLE VIII - AGENT AND OFFICE

The registered office of the Corporation in the State of Florida will be located at 500 Australian Avenue South, Suite 600, West Palm Beach, Florida 33401. The registered agent at that office is George Schwind.

ARTICLE IX - LIQUIDATION OR DISSOLUTION

Upon the dissolution, termination or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation shall be distributed to the Mental Health Association of Broward County, Inc. or its successors in interest or its designee so long as it or its successors in interest or designee qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and if not, to, and only to, one or more organizations, as selected by the Board of Trustees or its successors in interest, having exclusively charitable, religious, educational or scientific purposes as defined under Section 501(c)(3) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X - POLITICAL ACTIVITY

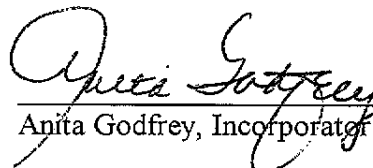
The corporation shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate, intervene, publish or distribute any statements in any political campaign in behalf of or in opposition to any candidate for public office.

ARTICLE XI - BYLAWS

The Board of Trustees of the corporation shall adopt Bylaws for this corporation and may amend or rescind such Bylaws by majority vote of the quorum of the Board of Trustees at any regular or special meeting of the Board of Trustees, provided a copy of the proposed amendment or action to rescind is submitted in writing to each Trustee at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended by majority vote of a quorum of the Board of Trustees at any regular or special meeting of the Board of Trustees; provided, that written notice of the proposed amendment or addition shall have been given to every Trustee at least fifteen (15) days in advance of the meeting.



Anita Godfrey, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First: That Friends of Mental Health, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the town of West Palm Beach, Florida has named GEORGE SCHWIND, located at 500 Australian Avenue South, Suite 600, West Palm Beach, Florida 33401, as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



GEORGE SCHWIND

bfmh01.26C

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