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### DOMESTICATION

#### Society of Biological Psychiatry, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$128.75

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**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Maggie Peterson, Executive Director  
(Name) (Title)  
of Society of Biological Psychiatry a foreign Corporation  
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was July 22, 1974.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was California.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Society of Biological Psychiatry.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Society of Biological Psychiatry, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was California.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Executive Director, of Society of Biological Psychiatry

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 31<sup>st</sup> day of July, 2014.

Margaret J. Peterson  
(Authorized Signature)

<b>Filing Fee:</b>	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION**  
**of**  
**SOCIETY OF BIOLOGICAL PSYCHIATRY, INC.**

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The undersigned, for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I.

Name and Mailing Address

The name of the corporation shall be the Society of Biological Psychiatry, Inc. The physical and mailing address for the corporation is 4500 San Pablo Road – Suite 310, Jacksonville, Florida 32224.

ARTICLE II.

Not For Profit

This is a corporation not for profit within the meaning of Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit.

ARTICLE III.

Duration

The duration of the corporation is perpetual, unless otherwise provided in the by-laws.

ARTICLE IV.

Purposes

The corporation is organized exclusively for charitable (health-care specific), religious and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes the making of distributions to organizations qualified under said Section 501(c)(3). Within these purposes, the corporation's

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primary mission shall be to encourage the study of the biological causes of and treatments for psychiatric disorders. Its continuing purpose is to promote excellence in scientific research and education in fields that investigate the nature, causes, mechanisms, and treatments of disorders of thought, emotion, or behavior. Any earnings are to be devoted to related charitable and educational purposes. The corporation may exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit that are not inconsistent with its charitable and philanthropic purposes including, without limiting the generality of the foregoing, the powers to acquire by devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for the purposes set forth herein, and the corporation may do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V.

##### Limitation

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 Article IV hereof.

#### ARTICLE VI.

##### Members

The corporation shall have members. The classes of members shall be as set forth in the Bylaws.

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## ARTICLE VII.

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation in Florida shall be 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be John R. Crawford. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

## ARTICLE VIII.

### Board of Directors

The management of the corporation shall be vested in a Board of Directors, also known as the "Council." The names and street addresses of the members of the Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Ned Kalin	6001 Research Park Blvd Madison, WI 53719-1176
Stephen M. Strakowski	260 Statson Suite 3200, PO Box 670559 Cincinnati, OH 45219
Trey Sunderland	4718 Cumberland Avenue Chevy Chase, MD 20815
Elliott Richelson	4500 San Pablo Road, Birdsall 310 Jacksonville, Florida 32244
Husseini K. Manji	1125 Trenton-Harbourton Rd Titusville, NJ 08560
Helen Mayberg	101 Woodruff Circle/ WMB 4313 Atlanta, GA 30322

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Daniel Pine	Bldg. 15K North Drive MSC-2670 Bethesda, MD 20892
Scott Rauch	115 Mill Street Belmont, MA 02478
John G. Csernansky	446 E Ontario St, Suite 7-200 Chicago, IL 60611-4418
Myrna Weissman	1051 Riverside Drive, Unit 24 New York, NY 10032
Daniel C. Javitt	1051 Riverside Drive, Unit 21 New York, NY 10032
Mary L. Phillips	121 Meyran Ave Loeffler Bldg, Room 305 Pittsburgh, PA 15213
J. John Mann	1051 Riverside Dr, Box 42 New York, NY 10032
Linda Carpenter	345 Blackstone Blvd. Providence, RI 02906

The number of Directors constituting the initial Board of Directors is fourteen (14). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) (or such other minimum as shall be required by law) or more than twenty (20). The method of election of the directors shall be as stated in the Bylaws.

#### ARTICLE IX.

##### Incorporators

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Maggie Peterson	4500 San Pablo Road, Birdsall 310 Jacksonville, Florida 32244

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Elliott Richelson

4500 San Pablo Road, Birdsal 310  
Jacksonville, Florida 32244

## ARTICLE X.

### Bylaws

The bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes, as amended from time to time, shall govern the bylaws.

## ARTICLE XI.

### Dissolution or Liquidation

Upon the dissolution or liquidation of this corporation, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to an organization or organizations which has or have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of this corporation shall be paid over, distributed to or inure to any member, officer or director of this corporation.

## ARTICLE XII.

### Amendments to Articles

Amendments to these Articles may be proposed by a two-thirds (2/3) vote of the Board of Directors or by petition of ten percent of the members without approval of the Board of Directors. Approval of any amendment so proposed requires the vote of two-thirds (2/3) of members voting at a meeting of members held for that purpose, at which a quorum is present, or by vote of two-third (2/3) of the members responding by action without a meeting, provided that at

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least ten percent (10%) of the members vote.

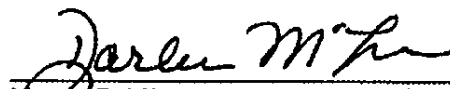
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 6<sup>TH</sup> day of ~~July~~ <sup>AUGUST</sup>, 2014.

 (SEAL)  
Maggie Peterson

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me personally appeared this day Maggie Peterson, one of the parties to the foregoing Articles of Incorporation, to me well known and to me known to be the individual described in and who executed the foregoing Articles of Incorporation and who is personally known to me, and who acknowledged before me that she made, subscribed and acknowledged the foregoing Articles of Incorporation as her voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 6<sup>TH</sup> day of ~~July~~ <sup>AUGUST</sup>, 2014.

  
Notary Public, State and County aforesaid  
My commission expires: 06/21/2017


(Notarial Seal)



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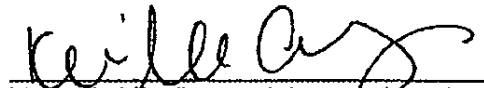
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 (SEAL)  
Elliott Richelson

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me personally appeared this day Elliott Richelson, one of the parties to the foregoing Articles of Incorporation, to me well known and to me known to be the individual described in and who executed the foregoing Articles of Incorporation and who is personally known to me, and who acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 7 <sup>August 4th</sup> day of ~~July~~, 2014.

  
Notary Public, State and County aforesaid  
My commission expires: 8/26/17

(Notarial Seal)

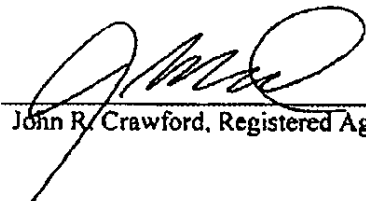


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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Society of Biological Psychiatry, Inc., a Florida corporation not for profit, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents, including the obligations imposed by section 607.0505 and 617.0503, Florida Statutes.

  
John R. Crawford, Registered Agent

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