

705694

Mental Health America  
of Greater Tampa Bay

c/o USF Department of Psychiatry  
and Behavioral Medicine  
12901 Bruce B. Downs Blvd., MDC 102  
Tampa, FL 33612-4742

(City/State/Zip/Phone #)

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10 6/27/08



Department of State  
Division of Corporations  
Corporate Filings  
Attn.: Irene Albritton  
Regulatory Specialist II  
P.O. Box 6327  
Tallahassee, FL 32314

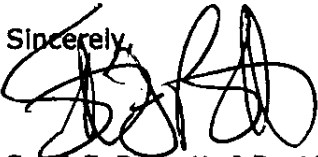
RE: Amended and Restated Articles of Incorporation of Mental Health Association of Greater Tampa Bay, Inc.

Ladies and Gentlemen:

Enclosed please find a corrected copy of the above referenced document for re filing. In a telephone conversation with Ms. Albritton re Letter Number: 507A00068271 there was an indication we would not have to re pay the original filing fee.

Please advise of the filing. I believe our prior request and check call for return of a certified copy of the Certificate of Incorporation for this corporation in its amended status; specifically as to its new name "MENTAL HEALTH AMERICA OF GREATER TAMPA BAY, INC."

Thank you for your kind attention to this matter.

Sincerely,  


Scott F. Barnett, J.D., LL.M.  
Executive Director

Enclosure: Amended and Restated Articles of Incorporation of Mental Health Association of Greater Tampa Bay, Inc.

December 3, 2007

SCOTT F. BARNETT, J.D., LL.M.  
ASST PROF. OF PSYCHIATRY COLLEGE OF MED.  
12901 BRUCE B. DOWNS BLVD., MDC 102  
TAMPA, FL 33612

SUBJECT: MENTAL HEALTH ASSOCIATION OF GREATER TAMPA BAY, INC.  
Ref. Number: 705694

We have received your document for MENTAL HEALTH ASSOCIATION OF GREATER TAMPA BAY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Photo copies are not acceptable, the original was not submitted.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements:  
(1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR  
(2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6964.

Irene Albritton  
Regulatory Specialist II  
Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314  
Letter Number: 507A00068271

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
MENTAL HEALTH ASSOCIATION of GREATER TAMPA BAY, INC.

(the "Corporation")

SECTION A. NAME OF CORPORATION - The name of this corporation currently is MENTAL HEALTH ASSOCIATION OF GREATER TAMPA BAY, INC.

SECTION B. AMENDMENT(S) - Due to the large number of Amendments made by this document and to make the reading of governing documents easier to read all amendments and the terms of prior instruments are, as amended by this instrument, incorporated and restated into this single document to be known as Amended and Restated Articles of Incorporation of MENTAL HEALTH AMERICA of GREATER TAMPA BAY, INC. and shall read as follows

AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF  
MENTAL HEALTH AMERICA of GREATER TAMPA BAY, INC.

ARTICLE ONE  
NAME

The name of the Corporation is:

MENTAL HEALTH AMERICA of GREATER TAMPA BAY, INC.

ARTICLE TWO  
PRINCIPAL PLACE OF BUSINESS

c/o USF Department of Psychiatry and Behavioral Medicine  
12901 Bruce B. Downs Blvd., MDC 102  
Tampa, FL 33612-4742

ARTICLE THREE  
INITIAL REGISTERED AGENT

The registered agent shall, unless later designated differently in an appropriate filing with the secretary of state, be Richard B. Wagner who is a resident of Florida and whose address is:

14007 Lake Magdalene Boulevard  
Tampa, FL 33618

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**ARTICLE FOUR**  
**NO AUTHORIZED OR ISSUED SHARES; NO MEMBERS**

The Corporation is not organized for profit; it shall have no capital stock, and shall not be authorized to issue capital stock.

The Corporation shall have no members.

**ARTICLE FIVE**  
**FEDERAL INCOME TAX EXEMPT PURPOSES OF THE CORPORATION**

A. The Corporation is organized exclusively for educational and charitable 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law ("Code").

1. To receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law.

2. To sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income received for any of the above mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received.

3. No gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of Section 501(c) (3) of the Code, or as shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section

501(c)(3) of the Code.

4. To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them.

5. In general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida law for educational and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private 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 these Articles.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Code and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from federal income tax under §501(c)(3) of the Code, or

2. By a corporation, contributions to which are deductible under §170(c) (2) of the Code.

#### ARTICLE SIX SPECIFIC CORPORATE PURPOSES

The Corporation is organized to provide advocacy, education, research, and services related to Mental Health.

#### ARTICLE SEVEN ELECTION OF BOARD OF DIRECTORS

The number of Directors shall, at all times, be no less than three (3). Replacement of Directors will be approved by a majority of the sitting Directors in

accordance with the terms of the By-Laws. The number of Directors, which shall not be less than three (3) will be governed by the By-Laws of the Corporation.

ARTICLE EIGHT  
LIMITATION ON CORPORATE POWERS

The corporate powers are as provided in Section 617.0302, Florida Statutes, unless otherwise limited, as approved in the By-Laws of the Corporation

ARTICLE NINE  
REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

Having been appointed to accept service of process for MENTAL HEALTH AMERICA of GREATER TAMPA BAY, INC. at the Florida address designated in this Certificate of Incorporation, I accept appointment as registered agent and agree to act in this capacity,

I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 617, *Florida Statutes*.

Dated June 19, 2008

Richard B. Wagner  
President and Registered Agent

SECTION C. CONFIRMATION, RATIFICATION - The Articles of Incorporation of the Corporation are hereby ratified and confirmed in all respects not otherwise amended herein. The undersigned certifies that the restatement

SECTION D. CERTIFICATION OF APPROVAL - The Undersigned certifies that the amendment provided for as restated herein has been approved by the necessary holders of sufficient interests and by all of its directors as of the 19<sup>th</sup> day of June, 2008.

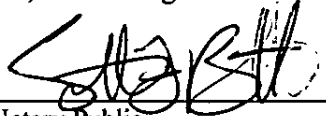
IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed and files this Amendment to the Articles of Incorporation.

Dated this 19 day of June, 2008.

Richard B. Wagner  
RICHARD B. WAGNER, President

STATE OF FLORIDA                     )  
COUNTY OF HILLSBOROUGH        )

THE FOREGOING INSTRUMENT was acknowledged before me this 19 day of June, 2008 by RICHARD B. WAGNER, who ✓ is personally known to me or        has produced        as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]

  
\_\_\_\_\_  
Notary Public  
SCOTT F. BARNETT  
(Printed Name of Notary)

My Commission Expires:

\_\_\_\_\_  
(Serial Number, if any)



SCOTT F. BARNETT  
MY COMMISSION # DD 529836  
EXPIRES: March 19, 2010  
Bonded Thru Budget Notary Services