

709972

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

MENTAL HEALTH ASSOCIATION OF DADE COUNTY, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 8, 1999

MENTAL HEALTH ASSOCIATION OF DADE COUNTY, INC.
227 N.E. 17TH STREET
MIAMI, FL 33132-1231SUBJECT: MENTAL HEALTH ASSOCIATION OF DADE COUNTY, INC.
REF: 709972

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PLEASE NOTE THAT THE NUMBER OF VOTES BY THE DIRECTORS WAS SUFFICIENT FOR APPROVAL.

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Karen Gibson
Corporate SpecialistFAX Aud. #: H99000022521
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DIVISION OF CORPORATIONS

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MENTAL HEALTH ASSOCIATION OF DADE COUNTY, INC.

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, the undersigned Florida not-for-profit corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is: **MENTAL HEALTH ASSOCIATION OF DADE COUNTY, INC.** (hereinafter referred to as the "Corporation").

2. There are no members entitled to vote on an amendment to the Corporation's Articles of Incorporation.

3. The following Amended and Restated Articles of Incorporation were adopted by a majority vote of a quorum of the Board of Directors of the Corporation present and voting on August 20th, 1999, in the manner prescribed by Section 617.1002 of the Florida Not for Profit Corporation Act, and by the Articles of Incorporation and By-Laws of the Corporation. The number of votes by the directors was sufficient for approval.

4. The text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

NAME

The name of the corporation is: **MENTAL HEALTH ASSOCIATION OF DADE COUNTY, INC.** (hereinafter referred to in these Articles as the "Corporation").

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ARTICLE II

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PURPOSE

The purpose of this Corporation of general public interest is to promote mental health and prevent mental illness through programs which will aid in the treatment and prevention of mental illnesses. Working directly and indirectly to establish adequate treatment facilities and related services for the mentally ill, the Corporation will, using lay and professional mental health volunteers, strive to develop, promote and implement programs to facilitate the diagnosis, prevention and treatment of mental illness, and establish educational programs to increase the public awareness of the nature of mental illness and available treatment alternatives.

The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Unless otherwise noted, all references are to the Internal Revenue Code of 1954, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.

ARTICLE III

CORPORATE OFFICE

The principal office and mailing address of the Corporation is 227 N.E. 17th Street, Miami, Florida 33132.

ARTICLE IV

MEMBERSHIP

Membership in the Corporation is divided into two classes, one class to be known as the directors, and the other class to be known as general members. The directors shall be the members of this Corporation with the sole voting power in the management, control and operation of the Corporation. Collectively, the directors shall constitute the Board of Directors.

General members of this Corporation may be natural persons, corporations, foundations or other legal entities, including governmental bodies, and such members may be admitted to the Corporation by a majority vote of the Board of Directors. The directors may establish categories of general membership. The conditions and regulations of general membership and the rights and other privileges of the various categories of general membership in the Corporation shall be determined by the directors.

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ARTICLE V
TERM OF EXISTENCE

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This Corporation shall have perpetual existence.

ARTICLE VI

OFFICERS

The policies and operations of this Corporation shall be executed by a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, who shall be elected by the Board of Directors at its annual meeting to be held at such time and place as shall be prescribed by the Bylaws.

ARTICLE VII

BOARD OF DIRECTORS; QUORUM

The Corporation shall be managed by a Board of Directors to be not less than three members, but it may be comprised of any number in excess thereof. Directors will be elected by a majority vote of a quorum of the then existing Board of Directors. A quorum of the Board of Directors for the conduct of business of the Board shall consist of no fewer than one-third (1/3) of the members of the Board of Directors. The members of the existing Board of Directors, who are to serve until the next annual meeting of Directors and their successors have been elected and qualified, are:

Names	Addresses
Evelyn Cohan, M.S.W.	2127 Brickell Avenue, Bristol Towers-Suite 3501, Miami, FL 33158
William S. Atkins, D.S.W	Office of Research/Development, Community Action Agency, 395 N.W. 1 st St., Ste. 203, Miami, FL 33128
Thelma V.A. Gibson,	3661 Franklin Avenue, Miami, FL 33133
Eduardo I. Diaz, Ph. D.,	13625 S.W. 82 nd Ct. , Miami, FL 33158
Alberto O. Benavides,	P.O. Box 55-7022, Miami, FL 33255-7022
Jeffrey R. Goodwin	9143 S.W. 77 th Ave., #B-102, Miami, FL 33156

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Helen McGuire 15959 S.W. 95th Ave., #12-B, Miami, FL 3315
Nancy Ellen Titus 5765 S.W. 77th Terr., South Miami, FL 33143
James "Chip" Black 8500 S.W. 107th St., Miami, FL 33156
Theodore M. Parsons 6931 S.W. 55 Terr., Miami, FL 33155-5627
Larry Hawkins Premier Services, 7240 SW 39th Terr., Miami, FL 33155
David Blyer Vento Software, Inc., 1525 NW 167th St., Ste. 115,
Miami, FL 33169

ARTICLE VIII

REGISTERED AGENT

The registered office of the Corporation is 227 N.E. 17th Street, Miami, Florida 33132, and the registered agent of the Corporation at that address is Jamie Bravo.

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the Board of Directors by a majority vote of a quorum of the Members of the Board of Directors present and voting at a special meeting called for that purpose, provided notice of the proposed amendment has been forwarded to each Director not less than fifteen (15) or more than thirty (30) days prior to the meeting at which the amendment is to be voted upon.

ARTICLE X

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 as set forth herein.

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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 Section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2).

ARTICLE XI

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transfer to such organizations under Section 501(c)(3) as are engaged in charitable law enforcement oriented activities, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation by its duly authorized officer this 20th day of August, 1999.

MENTAL HEALTH ASSOCIATION
OF DADE COUNTY, INC.

By:


Evelyn Cohan, Chairperson

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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

The following designation and acceptance are submitted in compliance with Chapter 48.091, Florida Statutes.

DESIGNATION

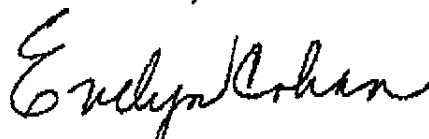
MENTAL HEALTH ASSOCIATION OF DADE COUNTY, INC. hereby designates JAMIE BRAVO as its registered agent and 227 N.E. 17th Street, Miami, Florida 33132 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


JAMIE BRAVO
Registered Agent

MENTAL HEALTH ASSOCIATION
OF DADE COUNTY, INC.

By: 
Evelyn Colan, Chairperson

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