

725328



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 8/10/99 11:00 NT ☺

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99 AUG 25 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILING Amendment

1.) Psycho-Social Rehabilitation Center, Inc.  
(CORPORATE NAME & DOCUMENT #)

200002955572--7  
-08/10/99-01034-022  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

G. COULLETTE AUG 25 1999

RECEIVED  
97 AUG 10 AM 9:12  
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 10, 1999

*corrected 8/25*  
*NJC*

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: PSYCHO-SOCIAL REHABILITATION CENTER, INC.  
Ref. Number: 725328

We have received your document for PSYCHO-SOCIAL REHABILITATION CENTER, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your first paragraph mentioning the members and #IV are conflicting. Please correct this and other things mentioned and return for filing.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly. ✓

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

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.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 199A00040318

RECEIVED  
99 AUG 25 PM 1:42  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**PSYCHO-SOCIAL REHABILITATION CENTER, INC.**

**(A corporation not for profit)**

99 AUG 25 PM 2:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Statutes, the members of PSYCHO-SOCIAL REHABILITATION CENTER, INC. amend the Articles of Incorporation of said Corporation in their entirety by adopting the following Amended and Restated Articles of Incorporation on July 29, 1999:

**I.**

**NAME**

The name of the corporation shall be: PSYCHO-SOCIAL REHABILITATION CENTER, INC.

**II.**

**PURPOSE**

The Corporation is a private, not for profit, community mental health agency exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, whose purposes are: (i) to assist and support individuals with mental illness to function in society as independent citizens, and (ii) to perform those duties and functions consistent with its not for profit purposes.

The Corporation is organized as a not for profit corporation established to operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of Psycho-Social Rehabilitation Center, Inc., a Florida not for profit corporation and an organization described in Section 501(c)(3) and Sections 509(a)(1) and 170(b)(1)(A)(iii) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code").

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The Corporation shall operate exclusively for charitable, scientific and educational purposes, causes and objectives now or at any time hereafter fostered by Psycho-Social Rehabilitation Center, Inc. Its activities shall be conducted in such a manner that no part of the net earnings shall inure to the benefit of any member, director, trustee, officer or individual. Notwithstanding any provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3), or by a corporation qualified as a public charity under Section 509 (a) of the Code.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to one or more organizations qualified as an exempt organization under Section 501(c)(3), and as a public charity under Section 509 (a) of the Code, or to the federal, state, or local government for exclusively public purposes, as the Board of Directors of the Corporation may determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located exclusively for such public purposes, or to such organization or organizations as said Court shall determine which are organized and operated for such public purposes.

**III.**

**POWERS**

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other laws of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

**IV.**

**MEMBERS**

The Corporation shall have no members upon completion of filing with the Secretary of State.

**V.**

**TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**VI.**

**NAMES AND ADDRESSES OF INITIAL INCORPORATORS**

The names and addresses of the Initial Incorporators are as follows:

<b><u>NAME</u></b>	<b><u>RESIDENCE</u></b>
ROBERT BERMAN	1530 Sertosa Ave. Coral Gables, Florida
JEROME H. SHEVIN	1545 Ancona Coral Gables, Florida
GEORGE LEPPIG	8260 S.W. 151 Street Miami, Florida
MRS. EDWARD KRAVITZ	7650 S.W. 132 Street Miami, Florida

DR. MICHAEL ROSE

2001 Secoffee  
Miami, Florida

MRS. REGINA GREENHILL

661 N.E. 177 Street  
No. Miami Beach, Florida

## VII.

### OFFICERS

The persons who serve as officers of the Corporation shall be elected in accordance with the Bylaws.

## VIII.

### BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have not less than three Directors. The number of Directors may be increased from time to time as may be provided in the Bylaws, but shall never be less than three nor more than fifteen. The Board of Directors shall use its best efforts to elect and maintain an odd number of Directors at all times.

Section 2. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

## IX.

### BYLAWS

Section 1. The Board of Directors of the Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. An amendment to the Bylaws may be proposed by any voting member of the Board of Directors by motion duly made and seconded and approved by the affirmative vote of not less than one-third of all of the members of the then current Board

of Directors at any meeting at which a quorum exists. The Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by a vote of three-quarters of all of the members of the Board of Directors at any regular or special meeting at which a quorum exists, provided that notice is provided to each Director with a copy of such proposed amendment at least five (5) days prior to such meeting. Notice will be deemed to be received: (i) three (3) business days after being deposited in the U.S. Postal Service, postage prepaid, addressed to the last known address of the member; (ii) the same day when notice is delivered personally; and (iii) the following business day when sent via facsimile with receipt confirmed. In addition, the Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by unanimous written consent of all of the Directors without a meeting.

## X.

### AMENDMENTS TO THE ARTICLES OF INCORPORATION

An amendment to the Articles of Incorporation may be proposed by any voting member of the Board of Directors by motion duly made and seconded and approved by the affirmative vote of not less than a majority of all of the members of the Board of Directors at any meeting at which a quorum exists. These Articles of Incorporation may be amended, altered, or repealed, and new Articles may be adopted by an affirmative vote of not less than three-quarters of all of the members of the Board of Directors at any regular or special meeting at which a quorum exists, provided that notice is provided to each Director with a copy of such proposed amendment at least five (5) days prior to such meeting. Notice will be deemed to be received: (i) three (3) business days after being deposited in the U.S. Postal Service, postage prepaid, addressed to the last known address of the member; (ii) the same day when notice is delivered personally; and (iii) the

following business day when sent via facsimile with receipt confirmed. In addition, the Articles of Incorporation may be amended, altered, or repealed, and new Bylaws may be adopted by unanimous written consent of all of the Directors without a meeting.

**XI.**

**LOCATION**

The location and principal place of business of the Corporation shall be at 5711 South Dixie Highway, South Miami, Florida. This Corporation may have other places of business and facilities within the State of Florida as the Board of Directors shall from time to time determine.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 29<sup>th</sup> day of July, 1999.

Lydia C. Baldor

  
Chairman

Publio M. Santana

  
President

Curtiss F. Sibley

  
Secretary



STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of July, 1999  
by Lidia C. Balder, the Chairman, \_\_\_\_\_, of Psycho-  
Social Rehabilitation Center, Inc., a Florida corporation. He is personally known to me  
or has produced \_\_\_\_\_ as identification.

My commission expires:

9-15-02

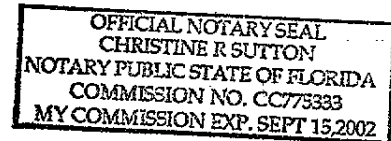
NOTARY PUBLIC:

Christine R. Sutton  
(Signature of Notary Public)

CHRISTINE R. SUTTON  
(Printed Name of Notary Public)

STATE OF FLORIDA AT LARGE

(SEAL)



STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of July, 1999  
by Pablo M. Santana the President of Psycho-Social Rehabilitation Center,  
Inc., a Florida corporation. He is personally known to me or has produced  
\_\_\_\_\_ as identification.

My commission expires:

9-15-02

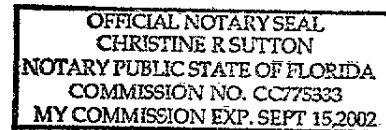
NOTARY PUBLIC:

Christine R. Sutton  
(Signature of Notary Public)

CHRISTINE R. SUTTON  
(Printed Name of Notary Public)

STATE OF FLORIDA AT LARGE

(SEAL)



STATE OF FLORIDA

SS

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of July, 1999  
by Curtiss Sibley, the Secretary of Psycho-Social Rehabilitation Center,  
Inc., a Florida corporation. He is personally known to me or has produced  
\_\_\_\_\_ as identification.

My commission expires:

9-15-02

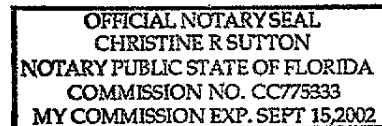
NOTARY PUBLIC:

Christine R Sutton  
(Signature of Notary Public)

CHRISTINE R. SUTTON  
(Printed Name of Notary Public)

STATE OF FLORIDA AT LARGE

(SEAL)



**CERTIFICATE OF SECRETARY**

The attached Amended and Restated Articles of Incorporation of Psycho-Social Rehabilitation Center, Inc. d/b/a Fellowship House contain amendments to the Articles of Incorporation requiring member approval. These Amended and Restated Articles, having received an affirmative vote of not less than the number required for approval, were approved by the members on July 29, 1999.

Curtiss F. Sibley  
Secretary, Curtiss F. Sibley

Date: July 29, 1999