



**GULF COAST JEWISH
FAMILY AND MENTAL
HEALTH SERVICES, INC.**

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Toll Free (800) 888-5066
Hearing Impaired Service (800) 955-8771

14041 ICOT Boulevard • Clearwater, FL 33760

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Gulf Coast Jewish Family and Mental Health Services, Inc., is a beneficiary Agency of the Jewish Federation of Pinellas County, Inc. Funding also is received from Pinellas County, Hillsborough County, Pasco County, City of St. Petersburg, Administration on Aging and Department of Elder Affairs.

Member of National Conference of Jewish Communal Service, Association of Jewish Family and Children's Agencies and Florida Council for Community Mental Health.

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June 16, 1999

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*****87.50 *****43.75

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find a check in the amount of \$87.50 for filing of our restated articles of incorporation for a not for profit corporation (\$35.00) and for a certified copy of the restated articles of incorporation (\$52.50). Please send the certified copy to us at the above address.

If you have any questions please feel free to contact us.

Sincerely,

Michael A. Bernstein

Michael A. Bernstein
President/CEO

*Amend + Restate
6-23-99
MJS*

FILED
99 JUN 18 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GULF COAST JEWISH FAMILY AND
MENTAL HEALTH SERVICES, INC.
As of April 20, 1999**

FILED
99 JUN 18 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The above named Florida non-profit corporation, under its corporate seal and hands of the Chairman and Secretary, hereby certify that:

The Board of Directors of said corporation, having received the required notice of meeting, held a regular business meeting on April 20, 1999:

RESOLVED that the Articles of Incorporation of Gulf Coast Jewish Family and Mental Health Services, Inc., be amended in its entirety. The original Articles of Incorporation were filed on July 2, 1974 and further amended on July 21, 1992.

ARTICLE I

NAME

The name of this corporation is **Gulf Coast Jewish Family and Mental Health Services, Inc.**, and its principal office is located at 14041 Icot Boulevard, Clearwater, Pinellas County, Florida.

ARTICLE II

OBJECT

The object of the corporation is to provide professional casework counseling and other social welfare programs and mental health services to the Jewish and general community to meet the needs of the sick, aged, families and children with emphasis on restoration of independence with prevention of premature institutionalization as a major strategy.

Examples of target populations and programs served in the Jewish and general community include services to the aged, disabled, children and families, Outpatient counseling, family life education, services to the HIV and other medical and physical disabilities, psychosocial rehabilitation program for the mentally ill and assistance with food and housing.

ARTICLE III

POWERS

The corporation shall have all powers of a not-for-profit corporation incorporated under the laws of the State of Florida including, but no limited to, the power to receive by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed; and to administer such property; to convey such property; and to invest and reinvest the same, or the proceeds thereof, in such manner as in the judgment of the directors and President will promote the purposes of the corporation.

ARTICLE IV

LIABILITY FOR INDEBTEDNESS

The corporation shall not have the right to mortgage, hypothecate or otherwise pledge any property, or income therefrom, except to acquire property for use and benefit of the corporation, or to refinance or renew any indebtedness that may exist at the time the ownership or management of said properties shall have passed to the Agency; and in any such financing or refinancing the property securing such loan(s) shall be the sole security therefor. The corporation may not subject itself to any other indebtedness or liability whatsoever except in the ordinary course of the corporation's business or as specifically authorized by the Board of Directors from time to time.

ARTICLE V
DIRECTION CONCERNING FUNDS

In every case where specific instructions shall have been given the Agency, by the donor, grantor, testator or testatrix, the trust shall be known as a "Designated Fund" and the instructions shall be binding upon this corporation and shall be faithfully performed. If the object or purpose to which any designated gift was made shall cease to exist and, if in the opinion of the Board of Directors, no similar agency or institution can be found to exist, then such designated gift shall become a part of the undesignated funds or property of the corporation, and shall be administered as such.

In the absence of specific directions by the donor, grantor, testator or testatrix, all gifts, bequests and donations to the Agency shall be known as "Undesignated Funds" and all distributions of the principal or income of such funds or property shall be made under the express direction of the Board of Directors.

ARTICLE VI
MEMBERSHIP

The membership of the Board of Directors shall consist of not more than 33 members who shall be elected each year. In the event that a vacancy occurs among the Board of Directors at any time, the vacancy shall be filled by the Chairman of the Board of the agency until the unexpired term thereof.

No director shall receive, or be lawfully entitled to receive, any salary, or other remuneration, for services connected with the administration of the affairs of this corporation, although actual expenses incurred by any such person may be refunded when authorized by the Board of Directors.

ARTICLE VII
TERM OF EXISTENCE AND MANNER OF DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a President, who shall not be a director of the corporation, a Chairman of the Board, a Treasurer and Secretary. The President shall not be a voting director of the corporation. The Board of Directors shall employ a mental health and human services professional as President at such compensation and benefits as shall be determined by the Board of Directors. Under the authority and by contract of the Board, the President shall be solely responsible for the operation, leadership, coordination, contracting, and direction of the affairs of the corporation in accordance with policies established by the Board. The President shall be employed by action of a majority of the Directors present, in quorum, and voting at a meeting of the Board of Directors after hearing the recommendation of a Search Committee.

The Board of Directors shall appoint the Chairman of the Board, Secretary and Treasurer.

ARTICLE IX
BY-LAWS AND AMENDMENTS TO ARTICLES OF INCORPORATION

By-laws of the Corporation may be made, altered or rescinded by the members of the Board of Directors. Amendments to these Articles of Incorporation may be made by the Board of Directors

at any regular business meeting upon affirmative vote of two-thirds majority of the directors present.

ARTICLE X
OWNERSHIP OF REAL ESTATE


The corporation may own and hold real estate without restriction, limitation or cap as to value.

FURTHER RESOLVED, that the President and Secretary of the Corporation be, and they hereby are, directed to file a Certificate of Amendment with the Secretary of State, Corporate Division, State of Florida, to effectuate the amendments, and further are hereby authorized and empowered to take any and all other action necessary or desirable and to make such changes to the language of the amendments as may be necessary to file the Certificate and to effectuate the purposes of the amendments.


The above resolutions were adopted by the affirmative vote of two-thirds majority of the directors present at a regular business meeting held April 20, 1999 in accordance with the Articles of Incorporation of the corporation. There are no members entitled to vote.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed in its name by its Chairman of the Board and its corporate seal to be hereunto affixed and attested by its Secretary.

ATTEST: Gulf Coast Jewish Family and Mental Health Services, Inc.


Chairman-Myron J. Mensh

5/27/99
Date


Secretary

5/27/99
Date

SEAL

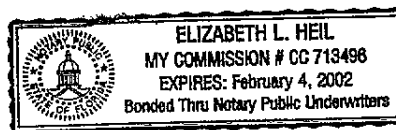
STATE OF FLORIDA }

PINELLAS COUNTY }

The foregoing Certificate of Amendment was acknowledged before me this 27TH day of MAY, 1999, by Myron Mensh, Chairman, and Gladys Schutz, Secretary, respectively, of Gulf Coast Jewish Family and Mental Health Services, Inc.

WITNESS my hand and seal this 27TH day of MAY, 1999, in the above State and County last aforesaid.

Elizabeth L. Heil
Notary Public



Seal