

731114

Metatherapy Institute, Inc.
PO Box 1330
Homestead FL 33090

August 29, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To Whom It May Concern:

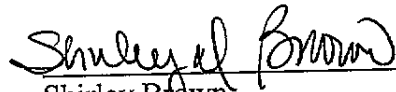
Enclosed please find three originals of the Amended and Restated Articles of Incorporation of Metatherapy Institute, Inc. Please return two certified copies to me at the above address.

Enclosed also please find a check for \$ 52.50 to cover filing cost and the cost of the certified copies.

If you need additional information, please do not hesitate to contact me.

Thank you very much.

Sincerely,


Shirley Brown
Administrative Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

731114
Amended + Restated
8/28 9-27-01
* 2-Cert Copies



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 2001

SHIRLEY BROWN
P.O. BOX 1330
HOMESTEAD, FL 33090

SUBJECT: METATHERAPY INSTITUTE, INC.
Ref. Number: 731114

We have received your document for METATHERAPY INSTITUTE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 201A00051512

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
METATHERAPY INSTITUTE, INC.
(A Florida Not For Profit Corporation)

ARTICLE I
NAME

The name of the corporation shall be Metatherapy Institute, Inc. It may be referred to herein as either Metatherapy or the Corporation.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

- a. The general purpose for which this Corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.
- b. The specific purpose of the Corporation shall be to foster charitable activities including, but not limited to, providing shelter and services especially designed to meet the physical, social and psychological needs of the homeless and poor, and to promote their health, security and usefulness and to manage, operate and generally to do everything and anything necessary, expedient or incidental to the maintaining of charitable activities in South Florida.
- c. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
- d. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.
- e. In accordance with these Articles of Incorporation as may hereafter be amended, this corporation shall have the power: to purchase, own, hold, rent and lease real and personal

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TALLAHASSEE, FLORIDA

property of every kind and nature; to receive gifts or bequests wherever situated; to convey, mortgage and otherwise dispose of property in any manner acquired by it; and at any time to contract, sue and be sued in its corporate name; to borrow money; to have a corporate seal, should it so desire; to adopt, amend repeal, or alter such Bylaws, from time to time, hereafter adopted; to carry on fund-raising campaigns to solicit funds for the use of the Corporation; and, in general, to do any and all purposes for which this Corporation is formed. Article II of the Articles is intended as both objects and power, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant to the Bylaws shall be construed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific or educational purposes.

ARTICLE IV LIMITATIONS ON ACTIVITIES

Section I

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporation described in Section 501(c)(3) of the Internal Revenue Code.

Section II

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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section III

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V
QUALIFICATION FOR MEMBERS
AND THE MANNER OF THEIR ADMISSION

This corporation shall be a membership corporation. Membership in the Corporation shall at all times be limited to those persons who constitute the Board of Directors of the Florida not-for-profit corporation known as Camillus House, Inc. Membership in the Corporation may not be transferred or assigned by the Members individually except that the members may individually resign as Members of the Corporation.

ARTICLE VI
RESERVATION OF POWERS TO MEMBERS

The following powers are specifically reserved to the Members of the Corporation and any provision in these Amended and Restated Articles or Bylaws of the Corporation that are in conflict shall be superseded:

- a. The Members reserve to themselves the articulation of and mediation of the operating philosophy and mission statement that underlie the charitable ministry of Metatherapy. Included within this reserved power shall be all decisions regarding major policy changes and long range planning;
- b. Corporate property shall not be leased, sold, mortgaged, pledged, conveyed, encumbered or otherwise disposed of beyond what is stated in the Bylaws without the express written approval of the Members.
- c. The Corporation shall not be merged, consolidated or dissolved without the express written approval of the Members.
- d. Neither the Articles of Incorporation nor the Bylaws of the Corporation shall be altered, revised or amended without the express written approval of the Members.
- e. The Members shall approve the appointment of all Directors and Officers.
- f. The Members may remove any Director or Officer at any time, according to the laws of the State of Florida, for any reasons which the membership, in its sole discretion, deems in the best interests of the Corporation.
- g. The Members shall approve the legal counsel and the outside auditor of the Corporation.
- h. The Membership shall, within its sole discretion, be entitled to review all Corporation records and modify the Corporation budget as well as any intended Corporation expenditures.

ARTICLE VII
BOARD OF DIRECTORS

Section I

The governance of the Corporation shall be determined by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws.

Section II

The Board of Directors shall hold meetings at such time and place as described in the Bylaws.

Section III

All decisions of the Board of Directors shall be made by the majority vote of the Directors at a meeting, unless otherwise provided in the Bylaws, or in these Articles.

ARTICLE VIII
OFFICERS

The Corporation shall have a Chairperson of the Board, a Vice-Chairperson, an Executive Director, a Secretary and a Treasurer, and may have additional and assistant officers. A person may hold more than one office at one time.

ARTICLE IX
AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, modified or revoked only by the Members. These amended and restated Articles of Incorporation shall be effective and shall replace all prior Articles of Incorporation upon adoption thereof by the Members.

ARTICLE X
BYLAWS

The Members shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Members in any manner permitted by the Bylaws.


ARTICLE XI
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the teachings of the Roman Catholic Church, the mission and philosophy of the Little Brothers of the Good Shepherd and the provisions of these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XII
DISSOLUTION

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the Little Brothers of the Good Shepherd, Inc., an Illinois Corporation which is an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or educational, scientific, or religious purposes which, at the time of such disposition, qualifies as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

The foregoing resolution was adopted at a duly and regularly called meeting of the Directors of the Corporation held in Homestead, Florida on the 15th day of August, 2001. In witness whereof, I have hereunto set my hand and seal this 15th day of August, 2001.


Chairperson

Metatherapy Institute, Inc.
South Dade Advisory Board
Meeting Minutes
8/15/01

I. Welcome and Introduction

The directors were properly summoned. Present at the meeting were Rose Coleman and Michelle Hedges (who left early.) The remaining board members were available by phone and were present for the processing of the action items, Alan Sonnabend, Alan Prindle, Eliza Perry and Dan Formosa. Also present was Steve Simon

II. Review and approval of minutes from 6/13/01:

The minutes were reviewed and approved. A motion was made by Michelle Hedges and seconded by Rose Coleman. The motion carried.

III. Financial statement review:

The financial statements were reviewed briefly. It was noticed by the Board that the general financial condition continues to improve. The programs continue to break even and the unit is solvent.

IV. Fundraiser review:

The July 14th fundraiser barbeque was reviewed and the members agreed that the event was a success. It was suggested that we consider having a similar event next year. Steve shared the album he created from pictures taken by Karen Mahar and Tom Campbell. A total net income of \$6000 was raised and 700 names and addresses were added to the donor database for South Dade.

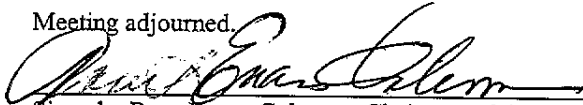
V. New business:

Steve offered a resolution to recognize that funding previously received by Metatherapy Institute, Inc. for the purpose of construction at the base and was passed through and donated to the single asset corporation set up by Metatherapy Institute, Inc. called Metatherapy South Dade Housing for the Homeless, Inc. The resolution allows that future dollars received by Metatherapy Institute, Inc. may be passed through to Metatherapy South Dade as well.

Preparations for the holidays for the clients was briefly discussed. Rose Coleman offered that we collaborate with her at the Phicol Williams Center in Florida City for a gift exchange and holiday dinner celebration. Camillus will try to provide assistance to families who have no means of providing a holiday celebration for themselves. Throughout the coming months staff at all Camillus locations will be working together to help provide a fun and safe holiday season for the families and individuals we serve.

VI. Old business: The revised articles of incorporation were presented to the Advisory Board for final approval and signature. Each Director received a copy before the meeting and was contacted by phone for approval. The motion was made by Michelle Hedges and seconded by Rose Coleman. The motion carried and the new articles of incorporation were approved and signed. The Board adopted the attached amended and restated Articles of Incorporation. No approval by the members is necessary for this change.

Meeting adjourned.



Signed - Rose Evans Coleman, Chairman of the South Dade Advisory Board