

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

Irving A. Greene Children's Mental Health Endowment,

Certificate of Status	0
Certified Copy	2
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**ARTICLES OF INCORPORATION**  
**OF**

**IRVING A. GREENE CHILDREN'S MENTAL HEALTH ENDOWMENT, INC.**  
**(A Florida Not-For-Profit Corporation)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, and certify as follows:

**ARTICLE I - NAME**

The name of the corporation is **IRVING A. GREENE CHILDREN'S MENTAL HEALTH ENDOWMENT, INC.**

**ARTICLE II - PURPOSE**

The corporation is a not-for-profit corporation formed for the purpose of engaging in activities within or without the State of Florida dedicated to providing financial assistance and support to various therapeutic mental health services for children and adolescents diagnosed with oppositional defiant disorder and its co-morbid conditions and to assist researchers in the study of the etiology and treatment and for any other purposes permitted for a not-for-profit corporation under Florida law.

**ARTICLE III - RIGHTS AND PRIVILEGES**

In furtherance of the foregoing purposes of this corporation, the corporation shall have the following rights and privileges:

- a. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or colony of dependency thereof.
- b. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and

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of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether at that time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

- c. To exercise and enjoy all of the other powers, rights and privileges granted to or conferred upon not-for-profit corporations as set forth in the Statutes of the State of Florida.
- d. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or necessary and proper for the accomplishment of the objects, benefit and protection of the corporation, having special regard for qualifications under and compliance with the provisions of the Internal Revenue Code concerning tax-exempt organizations, expressly Section 501(c)(3) and sub-section thereof as may be determined applicable to the corporation.

#### ARTICLE IV - INCOME AND OPERATION

This corporation shall be organized without capital stock, and no dividends shall be paid, and no part of the income of the corporation shall be distributable to its members, directors and officers other than for reasonable services rendered, and may confer benefits upon its members in conformity with its purposes.

Notwithstanding any other provisions herein to the contrary, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax laws under Section 501(c) of the Internal Revenue Code of 1986, and the Treasury Regulations thereunder as the same now exist, or they may be hereafter amended from time to time, or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, and the Treasury Regulations thereunder as the same now exist, or they may be hereafter amended from time to time.

This corporation shall not operate in any manner which will discriminate against any person on the basis of race, creed, color or national origin.

#### ARTICLE V - DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

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#### ARTICLE VI - DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

#### ARTICLE VII - QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of those individuals who have expressed interest in furthering mental health research and services for the community. Members must be approved by fifty-one (51%) percent of the members of the Board of Directors.

#### ARTICLE VIII - INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 526 N. Rainbow Drive, Hollywood, Florida 33021, and the name of the initial registered agent of the corporation is Alan B. Cohn, Esq., whose address is 2021 Tyler Street, Hollywood, Florida 33020.

#### ARTICLE IX - NAMES AND ADDRESSES OF SUBSCRIBERS

The names and addresses of subscribers to these Articles of Incorporation are as follows:

Ross W. Greene, PhD  
Department of Psychiatry - ACC725  
Massachusetts General Hospital/Harvard Medical School  
Boston, MA 02114

Gregory F. Greene  
526 North Rainbow Drive  
Hollywood, FL 33021

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**ARTICLE X - INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have a Board of Directors initially consisting of three (3) Executive Directors and five (5) Directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2) Executive Directors and one (1) Director. the method of election of directors is set forth in the By-Laws. The names and addresses of the Executive Directors of this corporation are:

Ross W. Greene, PhD  
Department of Psychiatry - ACC725  
Massachusetts General Hospital/Harvard Medical School  
Boston, MA 02114

Gregory F. Greene  
526 North Rainbow Drive  
Hollywood, FL 33021

Cynthia Eason  
1201 S. Ocean Drive, #S1711  
Hollywood, FL 33019

**ARTICLE XI - BY-LAWS**

The By-Laws of this corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the By-Laws. Amendments to the By-Laws may be made at a meeting at which a quorum is present, provided that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance. Fifty-one (51%) percent of the voting interests shall be required for amendments to the By-Laws.

**ARTICLE XII - AMENDMENTS**

Amendments to the Articles of Incorporation may be proposed by any member or director, and shall be adopted by fifty-one (51%) percent of the voting interests of members present at an annual business meeting after a proposed amendment has been presented in writing to each voting member not less than thirty (30) business days prior to said annual business meeting. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the membership, sealed with the corporate seal, signed by the secretary or assistant secretary, and executed and acknowledged by the president or vice president, has been filed with the Secretary of State and all filing fees paid.

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IN WITNESS WHEREOF, we have hereunto affixed our hands and seals at the City of Hollywood, County of Broward, State of Florida, this 20 day of June, 2000.

~~Ross W. Greene, Ph.D., Incorporator~~

Gregory F. Greene, Incorporator

STATE OF MASSACHUSETTS

COUNTY OF Middlesex

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of July 2000, by **ROSS W. GREENE, Ph.D.**, who is personally known to me or provided driver's license as identification.

Leon F. Desmarais  
Notary Public, State of Massachusetts

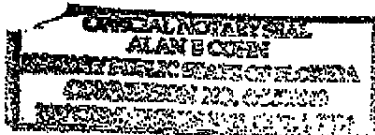
My Commission Expires: 4.5.02

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 20 day of June 2000, by **GREGORY G. GREENE**, who is personally known to me or provided as identification.

Notary Public, State of Florida

**My Commission Expires:**



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That **IRVING A. GREENE CHILDREN'S MENTAL HEALTH ENDOWMENT, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named **Alan B. Cohn, Esq.**, whose address is 2021 Tyler Street, Hollywood, Florida 33020, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

**ALAN B. COHN**  
(Resident Agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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