

NO00000005279
LAW OFFICES
ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MITCHELL D. ADLER
LAURENCE I. BLAIR
MILTON S. BLAUT
ALAN B. COHN
MAURICE M. GARCIA
GENE K. GLASSER
WILLIAM S. KRAMER
M. KEITH LIPSCOMB
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN
OF COUNSEL
STANLEY D. GOTTSCHEN

2021 TYLER STREET
HOLLYWOOD, FLORIDA 33020

CORRESPONDENCE TO:
P.O. BOX 229010, HOLLYWOOD, FLORIDA 33022-9010

TELEPHONE: (954) 921-5500

FACSIMILE: (954) 925-7013

BOCA RATON & DELRAY: (561) 994-2212

NORTH BROWARD: (954) 428-9800

MIAMI: (305) 940-8440

WWW.ABRAMSANTON.COM

BOCA RATON OFFICE

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(DIRECT TO BOCA RATON OFFICE ONLY)

REPLY TO: HOLLYWOOD

FILE NO.: IAGCM-0001

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

† Member of D.C. Bar
§ Member of N.Y. Bar
‡ Member of Ohio Bar

March 26, 2001

FEDERAL EXPRESS

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

200003911732--8
-03/27/01--01043--006
*****43.75 *****43.75

Re: Irving A. Greene Children's Mental Health Endowment, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Amendment for Irving A. Greene Children's Mental Health Endowment, Inc., together with a check in the amount of \$43.75. Please file the Articles of Amendment and return a certified copy to me as soon as the filing has been accomplished.

Very truly yours,

Alan B. Cohn

ABC:jah
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 13 PM 12:10

Amended & Restated Art.

V. SHEPARD APR 17 2001



APR 11 2001

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2001

ALAN B. COHN
2021 TYLER ST.
HOLLYWOOD, FL 33020

SUBJECT: IRVING A. GREENE CHILDREN'S MENTAL HEALTH
ENDOWMENT, INC.
Ref. Number: N00000005279

We have received your document for IRVING A. GREENE CHILDREN'S MENTAL HEALTH ENDOWMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please specify which article number you are amending, adding, or deleting.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 901A00019792

Rec'd 4/13

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★ Board Certified Tax Lawyer
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and Probate Lawyer
○ Board Certified Real Estate Lawyer

± Member of D.C. Bar
§ Member of N.Y. Bar
† Member of Ohio Bar

April 11, 2001

Division of Corporations
Attention: Ms. Velma Shepard, Corporate Specialist
P.O. Box 6327
Tallahassee, Florida 32314

Re: Irving A. Greene Children's Mental Health Endowment, Inc.

Dear Ms. Shepard:

Enclosed is a copy of your letter of April 3, 2001 and the original and one copy of Amended and Restated Articles of Amendment for Irving A. Greene Children's Mental Health Endowment, Inc. Please return a certified copy to me as quickly as possible.

If you need any additional information, please contact me or my assistant, Judy Hoodiman.

Very truly yours,


Alan B. Cohn

ABC:jah
Enclosure

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
01 APR 13 PM 12:10

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following amended and restated Articles of Incorporation to its Articles of Incorporation.

The Amendment was adopted by the members and the Board of Directors and the number of votes cast for the Amendment was sufficient for approval.

The date of adoption of the amendment was March 14, 2001.

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 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.

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)(3) 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.

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding sections of any future federal tax code and the corporation shall not operate in any manner which will discriminate against any person on the basis of race, creed, color or national origin.

No part of the net earnings of the corporation shall inure to the benefit of or will be distributable to its members, trustees, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of Section

501(c)(3) purposes. 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 or in opposition to any candidate for public office.

Notwithstanding any of the provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE V - DURATION

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

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

ARTICLE X - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have a Board of Directors initially consisting of three (3) Executive Directors (one of which shall be the Chairman) 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 the Board of Directors is set forth in and is pursuant to 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.

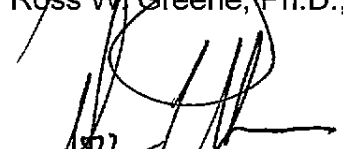
ARTICLE XII - AMENDMENTS

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.

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals at the City of Hollywood, County of Broward, State of Florida, this 14 day of March, 2001.



Ross W. Greene, Ph.D., Executive Director



Gregory F. Greene, Executive Director
Chairman

STATE OF MASSACHUSETTS
COUNTY OF MIDDLESEX

The foregoing instrument was acknowledged before me this 14 day of March, 2000, by **ROSS W. GREENE, Ph.D.**, who is personally known to me ~~or provided~~ as identification.



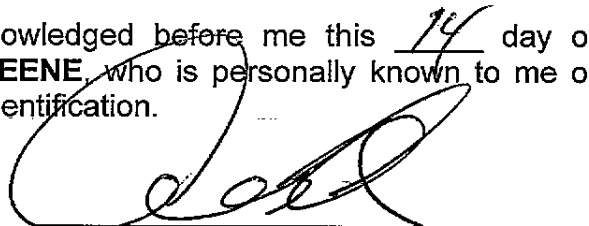
Notary Public, State of Massachusetts

My Commission Expires:

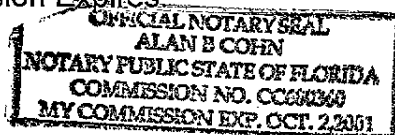
DONALD NOVAK
Notary Public
My Commission Expires
Sept. 7, 2001

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14 day of March, 2000, by **GREGORY G. GREENE**, who is personally known to me or provided N/A as identification.


Notary Public, State of Florida

My Commission Expires:



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)