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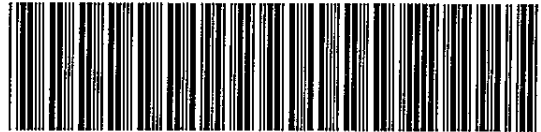
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(1a) 12/11/02



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# ERITREAN PSYCHIATRIC FOUNDATION

1408 San Marco Blvd.  
Jacksonville, Florida 32207 USA  
Tele: (904) 399-5636 Fax: (904) 346-0887

St. Mary's Neuropsychiatric Hospital  
P.O. Box 930 Asmara, Eritrea  
Tele: 011-291-1-181186 Fax: 011-291-1-12583

## OFFICERS AND DIRECTORS

**M. Saleh, M.D., BCFM**  
President & CEO

**Fetsumberhan Gebrenegus, M.D.**  
Vice President of Psychiatry, Eritrea

**Ephrem Zewoldi, M.D.**  
Vice President of Medicine, Eritrea

**Emma Hayes, LMHC**  
Treasurer

**Barbara Taylor, ARNP**  
Vice President Educational Services

**Rebecca Michaels, ARNP**  
Vice President of Psychiatric Nursing

## ADVISORS AND SUPPORTERS

**Lewis Obi, M.D.**

**Kenneth Jones, M.D.**

**William Cody, M.D.**

**David Mobley, M.D.**

**Mark Kramp, M.D.**

**Thommi Thomas, M.D.**

**Mike Ossi, Esquire**

**Lawrence Najem, Esquire**

## NON-VOTING DIRECTORS

**Graciela Saleh**  
Vice President for the Auxiliary

**Muktar Saleh**  
Administrator for Office in Eritrea

**Amy Decker, LCSW**  
Volunteer Coordinator

**Haile Mezghebe, M.D.**  
Honorary Chairman

[www.erpf.com](http://www.erpf.com)

November 26, 2002

Florida Department of Corporations  
Amendment Section/Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

Urgent request for amendments of Articles of Incorporation

Re: Eritrean Psychiatric Foundation  
Corporation #: N02000001451

Dear Sir/Madam:

We require to urgently make amendments to our Articles of Incorporation. We have a deadline to meet with the Internal Revenue Services in relation to filing these Articles with them by 12/10/02. We are including an amended copy of our original Articles of Incorporation. The new provisions are under Article 13 (a) and (b). We have notarized both documents (Articles of Incorporation and Articles of Amendment).

Please certify the attached amendment to our Articles of Incorporation and mail back to us in the enclosed Express Mail envelope. A check in the amount of \$54.50 is enclosed to cover the fee for filing the Articles of Amendment and for two certified copies of the document.

Your attention to this matter is greatly appreciated.

Sincerely,

**M. Saleh, M.D., B.C.F.M.**  
Diplomate American Board of Psychiatry and Neurology, ABPN  
ABPN, Board Certified in Forensic Psychiatry  
ABPN, Board Certified in Addiction Psychiatry  
ASAM Certified, American Society Addiction Medicine  
MRO, Certified Medical Review Officer

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

Eritrean Psychiatric Foundation, Inc.  
(present name)

N02000001451

(Document Number of Incorporation (If known))

FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (Indicate article number (s) being amended, added or deleted).

13. a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose of the clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of the candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 purpose.

**SECOND:** The date of adoption of the amendment(s) was: November 26, 2002

**THIRD:** Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature of Chairman, Vice Chairman, President or other officer

Mohamed O. Saleh, M.D.

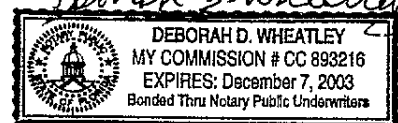
Typed or printed name

President

Title

11/26/02

Date



**ARTICLES OF INCORPORATION**  
**OF**  
**ERITREAN PSYCHIATRIC FOUNDATION**  
**A Corporation Not for Profit**

The undersigned, desiring to form a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, signs, acknowledges, and files these Articles of Incorporation for that purpose, as follows:

1. The name of the corporation shall be **Eritrean Psychiatric Foundation**.
2. The street address of the initial principal office and the mailing address of the corporation is **1408 San Marco Boulevard, Jacksonville, Florida 32207**.
3. The purpose or purposes for which the corporation is organized are to maintain inpatient psychiatric facilities to provide modern healthcare for the people of Africa, and particularly those in the state of Eritrea; to provide mental healthcare to thousands of mentally disabled individuals in Africa; to provide the latest knowledge and the most recent treatment guidelines to mental healthcare professionals; to provide information systems and documentation of patient data of treatment that needs to be upgraded; to provide equipment necessary to effect such treatment; to diagnose and development treatment plans (medication and rehabilitation intervention in the community); to raise money and goods and coordinate psychiatric missions to Africa in general and the country of Eritrea in particular; and to provide educational

and didactic materials to Eritrean doctors and nurses; and to render such services without charge and not for profit.

4. The method of election of Directors shall be stated in the by-laws.
5. The street address of the corporation's initial registered office and the name of its initial registered agent at that address is **1408 San Marco Boulevard, Jacksonville, Florida 32207**, and the name of the registered agent is **M. Saleh, M.D.** A written acceptance of appointment as registered agent as required by 617.0501, Florida Statutes, is attached hereto.
6. The name and address of the incorporator is **M. Saleh, M.D.** and his address is **1408 San Marco Boulevard, Jacksonville, Florida 32207**.
7. The names of the persons who are to be the initial members are:

Mohamed O. Saleh	Rosemary Branstetter, LCSW
Maria Graciela Saleh	Amy Decker, LCSW
Tatiana Yasmima Saleh	Emma Hayes, LMHC
Svetlana Natassia Saleh	David Mobley, M.D.
Mark Kramp, M.D.	Rebecca Michaels, ARNP
Lewis Obi, M.D.	Muktar Saleh, ETC
Fetsumberhan Gebrenegus, M.D.	
Pat Hammer, LCSW	
8. The corporate powers authorized shall be those as provided by law in Chapter 617, Florida Statutes.
9. Dividends shall not be paid, and any part of the income or profit may not be distributed to its members, directors or officers.

10. The corporation shall keep a Membership Book containing in alphabetical order, the name and address of each member. In addition, the corporation shall keep as records, the following:

- (a) Minutes of all meetings of its members and the Board of Directors;
- (b) A record of all actions taken by the members or Board of Directors without a meeting;
- (c) A record of all actions taken by a committee of the Board of Directors in the place of the Board of Directors on behalf of the corporation;
- (d) Accurate accounting records;
- (e) Records shall be maintained in written form, or in another form capable of conversion into written form within a reasonable time.

11. The corporation shall keep a copy of the following records:

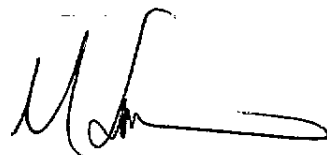
- (a) The Articles or restated Articles of Incorporation, and all amendments to them currently in effect;
- (b) Its by-laws or restated by-laws, and all amendments to them currently in effect;
- (c) The minutes of all members meetings and records of all actions taken by the members without a meeting, for the past three years;
- (d) Written communications to all members generally within the past three years including financial statements furnished for the past three years;

- (e) A list of the names and business street or home addresses, if there is no business street address, of its current directors and officers; and
  - (f) Its most recent annual report delivered to the Department of State of Florida.
12. Within 60 days following the end of the fiscal or calendar year, or annually on such date is as otherwise provided in the by-laws of the corporation, the Board of Directors of the corporation shall mail or furnish by personal delivery to each member, a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show expenses by accounts and expense classifications.
13. (a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b) Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed his name on this 27 day of November, 2002.

  
\_\_\_\_\_  
M. Saleh, M.D.  
President



STATE OF FLORIDA )

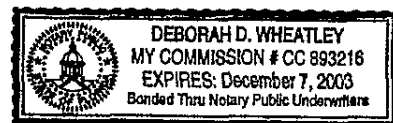
) SS.

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 27<sup>th</sup>

day of November, 2002, by **M. Saleh, M.D.**, who is personally known to me.

Deborah D. Wheatley  
Notary Public, State of Florida



**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 applicable Florida Statutes, the following is submitted, in compliance with said law:

That Eritrean Psychiatric Foundation, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at **1408 San Marco Boulevard, Jacksonville, Florida 32207**, has named **M. Saleh, M.D.**, located at **1408 San Marco Boulevard, Jacksonville, Florida 32207**, as its registered agent to accept service of process within this state.



M. Saleh, M.D.  
INCORPORATOR/President

**ACKNOWLEDGEMENT:**

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 law relative to keeping open said office.



M. Saleh, M.D., Registered Agent