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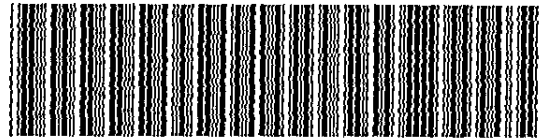
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TALLAHASSEE, FLORIDA
03 JUN 23 AM 7:14

TRANSMITTAL LETTER

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

Subject: Incorporation papers for:

Depression and Bipolar Support Alliance Florida, Inc.

Enclosed is an original and two copies of the articles of incorporation and a check for \$90.50 for the filing fee, certified copy and certificate of status.

Please call if you have any questions.

Sincerely,



Neil Bush
President and Incorporator for:
Depression and Bipolar Support Alliance Florida, Inc.
1603 Magdalene Manor Dr.
Tampa, FL 33613
Day time phone: 813-924-2451 *CELL*

813-961-8326 HOME

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be:

Depression and Bipolar Support Alliance Florida, Inc.

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TALLAHASSEE, FLORIDA
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ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 3625
Pensacola, FL 32516-3925

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to educate individuals, families, professionals and the general public in the state of Florida about the nature of depressive and bipolar disorders as treatable medical conditions; to promote self help for individuals with depressive or bipolar disorders and their family; to eliminate the stigma and discrimination associated with these disorders; to improve access to and the quality of care; to advocate for research toward the elimination of these disorders; and to advocate for legislation that ensures equitable mental health services and education.

ARTICLE IV

INITIAL OFFICERS

President	Neil Bush 1603 Magdalene Manor Dr. Tampa, FL 33613
Executive Vice President	Toni Beard 524 Briarwood Dr. Pensacola, FL 32506
1 st Vice President	David Calloway 13351 Johnson Beach Rd, 20E Pensacola, FL 32507
2 nd Vice President	Richard Worth 19883 Vintage Trace Cir. Ft. Myers FL 33912
Treasurer	Charles Rogers 1163 SE 6 Ct. Dania Beach, FL 33004
Secretary	Roxanne Wright P.O. Box 3625 Pensacola, FL 32516-3925

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Neil Bush
1603 Magdalene Manor Dr.
Tampa, FL 33613

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Neil Bush
1603 Magdalene Manor Dr.
Tampa, FL 33613

ARTICLE VII

SCIENTIFIC ADVISORY BOARD

Section 1. Members of the Scientific Advisory Board: The Board of Directors may appoint as members of the Scientific Advisory Board persons who because of their standing and reputation will make a special contribution to the advancement of the purposes and welfare of the Corporation. Members of the Scientific Advisory Board may be removed from office by the Board whenever it is the judgment in the best interest of the Corporation shall be served by such removal.

Section 2. Tenure: Members of the Scientific Advisory Board shall be nominated by the Chairman of the Scientific Advisory Board or the Board of Directors for one (1) year terms, which may be renewed by the Board of Directors. The Board of Directors shall appoint the Chairman of the Scientific Advisory Board for a three (3) year term.

Section 3. Responsibilities: At the request of the Board of Directors, the Scientific Advisory Board may be called upon from time to time to develop and review policy on medical and scientific issues.

Section 4. Meetings: The Scientific Advisory Board shall meet on the call of a thirty (30) day notice of the Board of Directors. An annual meeting of the Scientific Advisory Board shall be called by the Chairman of the Scientific Advisory Board if necessary to conduct the advisory duties of the Board.

ARTICLE VIII

EDUCATIONAL ADVISORY BOARD

Section 1. Members of the Educational Advisory Board: The Board of Directors may appoint as members of the Educational Advisory Board persons who because of their standing and reputation will make a special contribution to the advancement of the purposes and welfare of the Corporation. Members of the Educational Advisory Board may be removed from office by the Board whenever it is the judgment in the best interest of the Corporation shall be served by such removal.

Section 2. Tenure: Members of the Educational Advisory Board shall be nominated by the Chairman of the Educational Advisory Board or the Board of Directors for one (1) year terms, which may be renewed by the Board of Directors. The Board of Directors shall appoint the Chairman of the Educational Advisory Board for a three (3) year term.

Section 3. Responsibilities: At the request of the Board of Directors, the Educational Advisory Board may be called upon from time to time to develop and review policy on educational issues.

Section 4. Meetings: The Educational Advisory Board shall meet on the call of a thirty (30) day notice of the Board of Directors. An annual meeting of the Educational Advisory Board shall be called by the Chairman of the Educational Advisory Board if necessary to conduct the advisory duties of the Board.

ARTICLE IX

EXECUTIVE DIRECTOR

Section 1. The Board of Directors may employ an Executive Director of the Corporation and shall fix the compensation. This employment and compensation shall be subject to annual evaluation and review by the Executive Committee with considered input from the Board of Directors. The Executive Director shall act as Director of the activities of the Corporation and shall be subject to the directions of the Board of Directors and the Executive Committee through the President. The Executive Director shall have authority to employ staff members, and shall also have administrative supervision and direction of the staff of the Corporation. Qualifications of the Executive Director shall be determined by the Board of Directors.

ARTICLE X

EXECUTIVE COMMITTEE

Section 1. Procedure: The Executive Committee shall be composed of the Corporation Officers. The Immediate Past President shall serve until replaced by a new Immediate Past President as a non-voting member at large of the Executive Committee.

Section 2. Meetings and Duties: The President of the Board shall serve as Chairperson of the Executive Committee, and shall call meetings as deemed necessary. The Executive Committee shall supervise financial and personnel operation of the Corporation, as well as exercise the powers of the Board of Directors.

Section 3. Executive Committee Quorum: Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name or on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or other orders for payment: All checks, drafts, or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories, as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the Corporation.

ARTICLE XII

MEETINGS

Section 1. Annual Meeting: There shall be an open Annual Meeting of the members of the Corporation, which shall include Officers of the Board, Executive Committee, Affiliated Chapter members, Scientific and Educational Advisory Boards held during the fourth (4th) quarter of each calendar year. This meeting shall also be open to members of the media and general public. Notice of the time and place of the Annual Meeting shall be mailed to members by the Corresponding Secretary at least thirty (30) days before the meeting. The Board of Directors shall elect the Officers of the Board of Directors at the Annual Meeting.

Section 2. Board Meetings: Meetings of the Board of Directors shall be held at least four (4) times during each calendar year. Special Meetings of the Board may be held at the discretion of the President or of the Executive Committee upon written request of the Members of the Board. The call for any special meeting shall be issued in writing at least fifteen (15) days in advance and shall state the purpose of the meeting.

Section 3. Voting: Each Board Member shall be entitled to one (1) vote, in person or by proxy, at every meeting of the Board of Directors.

Section 4. Conduct of Meetings: Use of Communications Technology. Committee Members may participate, at the discretion of the Board of Directors, in any meeting through the use of a conference telephone or similar communications and/or computer equipment that allows persons participating in that meeting to hear or understand each other through verbal or written communications. Such participation in a meeting shall constitute presence at the meeting.

Section 5. Rules of Order: The meetings and proceedings of the Corporation shall be regulated and controlled by *Robert's Rules of Order* (most recent edition) for parliamentary procedure, except as may be otherwise be provided by statute, the Articles of Incorporation, these Bylaws, or procedures established by the Board of Directors. The rules of procedure may be suspended by two-thirds vote of those present and voting at any meeting.

ARTICLE XIII

COMMITTEES

Section 1. Committees. The Board of Directors may determine the categories of Committees to carry out the specific goals and objectives of the Corporation. Committee membership shall be appointed by

the President at the beginning of the calendar year. Ad hoc or Standing Committees may be appointed by the President from time to time as needed.

Section 2. Nominating Committee: The Executive Vice President shall be the Nominating Chairman. The Committee shall nominate candidates for the Board of Directors and submit Officers for Board consideration.

- a) The Nominating Committee shall provide prior to the Annual Meeting of the Board of Directors, by a date established by the Board of Directors, a report including one nomination for each seat on the Board of Directors which is vacant or is about to expire, and one nomination for each of the offices of Vice President, Secretary, and Treasurer. One nomination for President, Scientific and Educational Advisory Board Chairs shall also be provided if current terms are about to expire. Nominees shall provide written consent for the nomination. One-third of the Directors holding three (3) year terms shall be elected annually.
- b) Composition: The Nominating Committee shall consist of at least three (3) members, the majority of whom shall be current Directors or Officers. The President shall recommend members for approval by majority vote of the Board of Directors.
- c) Procedures: The Board of Directors shall establish procedures by which the Nominating Committee shall operate, including the date by which the committee shall meet and the nature of material included in the committee's report.
- d) Call for Nominations: A notice shall be sent to all Affiliate and support groups indicating the positions for which nominations are being sought, and soliciting nominations from the members. The deadlines and nature of any supporting material for the mailing and response will be established by majority vote of the Board of Directors.
- e) Election: The Board of Directors, at its Annual Meeting, shall elect, by majority vote, Officers and Directors.

ARTICLE XIV

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of that authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XV

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the resolution of the Board of Directors.

ARTICLE XVI

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, scientific, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court or 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 XVII

AMENDMENTS

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors unless otherwise provided in the ARTICLES OF INCORPORATION or BYLAWS. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the LAWS OF THE STATE OF FLORIDA or ARTICLES OF INCORPORATION. Two-thirds of the Board of Directors must be present to amend the Bylaws.

Therese Bunt

Signature of Incorporator

6/12/03

Date

Having been named the registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Therese Bunt

Signature of Registered Agent

6/18/03

Date

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