

N04000000305

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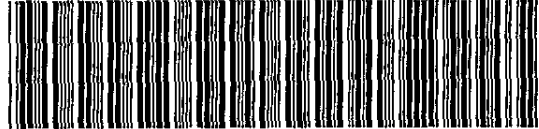
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DIVISION OF CORPORATIONS  
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*Amended  
&  
Restated  
Art.*

*4/1/04*



**BOARD OF DIRECTORS  
Officers**

Dr. Roy Phillips  
President

Hosea Butler, Jr.  
Secretary

Verbert C. Anderson  
Treasurer

**Members**

Reginald Clyne, Esq.

Gerald C. Grant, Jr.

Congresswoman Carrie P. Meek

Garth C. Reeves

Dorothea Stewart

Elaine H. Black  
Executive Director

March 15, 2004

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find Articles of Amendment and Restatement to the Articles of Incorporation and a check or money order for filing fees for the following:

| Company name                                   | Amount  |
|--|---------|
| <b>ARCHER PSYCHOLOGICAL<br/>SERVICES, INC.</b> | \$35.00 |

Please file the amendment and return a copy of the amendment to the following address:

Nicole S. Dandridge, Esq.  
Tools for Change  
Black Economic Development Coalition, Inc.  
6015 NW 7<sup>th</sup> Ave.  
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,

Nicole S. Dandridge, Esq.  
Staff Attorney



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 23, 2004

NICOLE S. DANDRIDGE, ESQ. \*\*\* TOOLS FOR CHANGE  
BLACK ECONOMIC DEVELOPMENT COALITION, INC  
6015 NW 7TH AVE.  
MIAMI, FL 33127

SUBJECT: ARCHER PSYCHOLOGICAL SERVICES, INC.  
Ref. Number: N04000000305

We have received your document for ARCHER PSYCHOLOGICAL SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6906.

Darlene Connell  
Document Specialist

Letter Number: 804A00019023

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DIVISION OF CORPORATIONS

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**ARCHER PSYCHOLOGICAL SERVICES, INC.**

Pursuant to the provisions of Chapter 617 et seq. of the Florida Statutes, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation in its entirety and reads as follows:

**ARTICLES OF INCORPORATION**  
**OF**  
**ARCHER PSYCHOLOGICAL SERVICES, INC.**  
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of the Corporation shall be **ARCHER PSYCHOLOGICAL SERVICES, INC.**, hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the corporation is **12651 S. DIXIE HIGHWAY #201, PINECREST, FL 33156.**

**ARTICLE III: DURATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSES**

The Corporation is organized and operated exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at **12651 S. DIXIE HIGHWAY #201, PINECREST, FL 33156** and **VANESSA ARCHER** is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of THREE (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The Board of Directors shall consist of the following:

**KEVIN ARCHER, 12651 S. DIXIE HWY #201, PINECREST, FL 33156**

**STUART ARCHER, 12651 S. DIXIE HWY #201, PINECREST, FL 33156**

**VERA JUNE ARCHER, 12651 S. DIXIE HWY #201, PINECREST, FL 33156**

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

**VANESSA ARCHER, 12651 S. DIXIE HIGHWAY #201, PINECREST, FL 33156.**

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First—That **ARCHER PSYCHOLOGICAL SERVICES, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami; County of Dade, State of Florida, has named **VANESSA ARCHER**, at **12651 SOUTH DIXIE HIGHWAY #201**, in the City of **PINECREST**, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

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

SIGNED:   
VANESSA ARCHER

DATED: March 15, 2004

This Restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

IN WITNESS WHEREOF, I, **VANESSA ARCHER**, the undersigned current President and Director of **ARCHER PSYCHOLOGICAL SERVICES, INC.**, have affixed my signature thereto on **March 15, 2004**.

SIGNED:   
VANESSA ARCHER