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FILED  
05 SEP 13 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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05 SEP 13 AM 10:43  
DIVISION OF CORPORATIONS

9/13/10



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 587798 9029A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : September 9, 2005

ORDER TIME : 9:22 AM

ORDER NO. : 587798-005

CUSTOMER NO: 9029A

CUSTOMER: Bruce Hurwitz, Esq  
Frank Weinberg & Black, P.L.  
7805 Sw 6th Court  
Plantation, FL 33324

DOMESTIC AMENDMENT FILING

NAME: PSYCHOLOGICAL RESILIENCE  
ENHANCEMENT PROGRAM INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Susie Knight -- EXT# 2956

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**AMENDED AND RESTATED**

**FILED**

**ARTICLES OF INCORPORATION  
OF**

**05 SEP 13 PM 1:08**

**PSYCHOLOGICAL RESILIENCE ENHANCEMENT PROGRAM INC.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provision of Chapter 617 of the Florida Statutes, the undersigned Corporation hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this Corporation ("Corporation") shall be:

**PSYCHOLOGICAL RESILIENCE ENHANCEMENT PROGRAM INC.**

**ARTICLE II**

**PURPOSES**

The purposes for which the Corporation is organized are:

(a) To provide low cost (and, where economically feasible, no cost) preventive and remedial mental health, behavioral health and human services to persons living or working in the South Florida area ("South Florida Residents").

(b) To provide (or arrange for the provision of) essential social services to the South Florida Residents, as well as to act as a clearing house of information pertaining to the availability and delivery of preventive and remedial mental health, behavioral health and human services provided by governmental, quasi-governmental and private sources;

(c) To otherwise provide relief of the poor, distressed, and underprivileged of the South Florida Residents including by serving as a primary resource in all health facility education activities relating to rendering care to the sick and injured, or to the promotion of health, in the South Florida area.

(d) To participate, so far as circumstances may warrant, in any charitable activity designed and carried on to promote the general health of the South Florida community.

(e) To care for the sick and afflicted of South Florida Residents on a charitable basis without regard to race, sex, color, political or religious beliefs.

(f) To operate exclusively for charitable and educational purposes, which

activities of the Corporation shall be limited to those activities which are consistent with Section 501(c)(3)\* of the Internal Revenue Code of 1986, as amended.

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the Bylaws.

(b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(c) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(d) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a Corporation seal containing the words "Corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry

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\*Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to Corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(k) The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE III

#### MEMBERSHIP

The Corporation shall not have members.

### ARTICLE IV

#### TERM OF EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE V

#### DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The conditions of election to the Board of Directors and the number of Directors (which number shall not be less than 3) shall be as provided in the Bylaws.

The Directors shall consist of:

Joseph Perry

2397 SE 12<sup>th</sup> Street  
Pompano Beach, Florida 33062

Shayen George                      1370 S. Ocean Drive  
Pompano Beach, Florida 33062

Louis Saloom                        1370 S. Ocean Drive  
Pompano Beach, Florida 33062

Kenneth R. Johnson                10130 SE 3<sup>rd</sup> Street  
Plantation, Florida 33324

#### ARTICLE VI

##### REGISTERED AGENT

The registered office of the Corporation is c/o Frank, Weinberg & Black, P.L. 7805 S.W. 6<sup>th</sup> Court, Plantation, Florida 33324, and the registered agent of the Corporation at that address is Robert T. Slatoff, Esquire.

#### ARTICLE VII

##### PRINCIPAL OFFICE

The principal office of business and mailing address of the Corporation shall be: 2397 SE 12<sup>th</sup> Street, Pompano Beach, Florida 33062.

#### ARTICLE VIII

##### DIRECTORS' AND OFFICERS'

##### COMPENSATION AND INDEMNIFICATION

A.     Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, (ii) or for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for

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expenses or advances made for the Corporation that are reasonable in character and amount, nor for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

B. Indemnification.

1. Actions in General. The Corporation shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he (or she) is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, or is or was serving at the request of the Corporation as a trustee or administrator or in any other fiduciary capacity.

2. Action By or In Right of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he (or she) is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, or is or was serving as a trustee or administrator or in any other fiduciary capacity under any pension, profit sharing, deferred compensation or other plan, or any employee welfare benefit plan of the Corporation.

3. Determination that Indemnification is Proper. Any indemnification

under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, agent, trustee, administrator or other fiduciary is proper.

The indemnification shall be against expenses (including attorneys' fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit, or proceeding if he (or she) acted in good faith and in a manner he (or she) reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his (or her) conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which he (or she) reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, he (or she) had reasonable cause to believe that he (or her) conduct was unlawful.

No indemnification shall be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his (or her) duty to the Corporation, unless (and only to the extent that) the court in which the action or suit was brought, or a court of equity in the county in which the Corporation has its principal office, determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper. No



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determination of good faith is required if a person is successful on the merits or otherwise in defense of any action, suit or proceeding.

The determination shall be made (1) by the Board of Directors by a unanimous vote of all of the Directors then in office who were not parties to the action, suit or proceeding, or, (2) if the disinterested Directors so direct, the determination of the propriety of any indemnification under this Article shall be made, in a written opinion, by independent legal counsel, (i.e., a lawyer who is not a Director, Officer, employee or agent of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, or is not or was not serving at the request of the Corporation as a trustee or administrator or in any other fiduciary capacity under any pension, profit sharing, deferred compensation or other plan, or any employee welfare benefit plan of the Corporation, and who is not a partner or professional associate of any Director, Officer, employee or agent of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise).

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized in the specific case by a preliminary determination, that there is a reasonable basis for a belief that the Director, Officer, employee, agent, trustee, administrator or other fiduciary met the applicable standard of conduct set forth herein, but only upon receipt of an undertaking by or on behalf of the Director, Officer, employee, agent, trustee, administrator or other fiduciary reasonably assuring that such amount will be repaid unless it shall ultimately be determined that he (or she) is entitled to be indemnified by the Corporation as authorized in this Article.

C. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or is or was serving at the request of the Corporation as a trustee or administrator or in any other fiduciary capacity under any pension, profit sharing, deferred compensation or other plan, or any employee welfare benefit plan of the Corporation, against any liability asserted against him (or her) and incurred by him (or her) in any such capacity, or arising out of his (or her) status as such, whether or not the Corporation would have the power or would be required to indemnify him (or her) against the liability under the provisions of this Article or of the laws of this State.

D. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but

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not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE IX

### NONPROPRIETARY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, Directors, or Officers of the Corporation, or to any other private person. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE X

### DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying (or making provision for the payment of) all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 XI

BYLAWS

AMENDMENTS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the Bylaws.

The foregoing Amended and Restated Articles of Incorporation restate and integrate (other than the omission of matters of historical interest and renumbering of Articles due to such omission) the Corporation's Articles of Incorporation filed May 25, 2005, and, in addition, amends, Article III, Article IV and Article VI of the Corporation's Articles of Incorporation. There is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the aforesaid amendments adopted by the Directors of the Corporation on September 8, 2005 as there are no members. The Restated Articles of Incorporation were adopted by the Board Directors on September 8, 2005 as there are no members of the Corporation.

DATED at Fort Lauderdale, Broward County, Florida this 8<sup>th</sup> day of September, 2005.

PSYCHOLOGICAL RESILIENCE  
ENHANCEMENT PROGRAM INC.

By: Joseph D. Perry  
Joseph Perry, President

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance are submitted in compliance thereof.

DESIGNATION

PSYCHOLOGICAL RESILIENCE ENHANCEMENT PROGRAM INC., hereby designates Robert T. Slatoff, Esquire, its registered agent, and 7805 S.W. 6<sup>th</sup> Court, Plantation, Florida 33324, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above-named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

  
\_\_\_\_\_  
ROBERT T. SLATOFF, ESQUIRE  
(Registered Agent)