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**Tampa Bay Psychoanalytic Society**

4890 W. Kennedy Blvd., Suite 990  
Tampa, Florida 33609  
(813) 288-0783 Phone (813) 288-7317 Fax  
<http://www.tbpsychoanalytic.org>

August 3, 2005

**-Officers-  
2004-2005**

Horacio Arias, M.D.  
President

John Hartman, Ph.D.  
President-Elect

Robert C. Fernandez, M.D.  
Treasurer

Edward Stein, M.D.  
Secretary

Lycia Alexander-Guerra, M.D.  
Councilor Representative

Claudette Krizek, LCSW  
Candidate Representative

Arnold Schneider, Ph.D.  
Immediate Past President

Lynne Wadsworth  
Administrative Assistant

Mary Jane Miller  
Financial Admin. Asst.

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Tampa Bay Psychoanalytic Society, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Designation and Acceptance of Registered Agent for the above referenced corporation, along with a copy of the same and this firm's check in the amount of \$70.00 for costs in filing the enclosed.

Upon completion of your filing of the Articles, kindly return a timed stamped copy of the filed Articles to: Tampa Bay Psychoanalytic Society, c/o Administrative Assistant, 1913 Dockside Drive, Valrico Florida 33594. If you should have any questions please contact me directly at (813) 340-1368.

Thank you for your assistance regarding this matter.

Sincerely yours,

Lynne Wadsworth  
Administrative Assistant  
Tampa Bay Psychoanalytic Society

/lw  
Enclosures

**Articles of Incorporation  
In Compliance with Chapter 617, F.S., (Not for Profit)**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**TAMPA BAY PSYCHOANALYTIC SOCIETY, INC.  
(A Florida Not For Profit Corporation)**

**ARTICLE I  
Name and Corporate Seal**

1. The name of this organization shall be Tampa Bay Psychoanalytic Society, Inc. (the Society), a Florida not-for-profit corporation.
2. The Board of Directors may adopt and alter the seal of the Corporation.

**ARTICLE II  
Principal Office**

3. The principal office of the Tampa Bay Psychoanalytic Society shall be 4890 W. Kennedy Blvd, Suite 990, Tampa, FL 33609, or at such other location within the state of Florida as the Board shall from time to time determine. This shall also be the address of the initial registered office of the corporation. The Society may also have offices at such other places as the Board of Directors may determine.

**ARTICLE III**

*The corporation shall have perpetual duration.*

**ARTICLE IV  
Purposes**

The corporation is a not for profit corporation. The purposes and objectives of the corporation are to provide a forum for the exchange of clinical experiences, the discussion of theoretical problems, and other subjects of interest in psychoanalysis and psychoanalytic psychotherapy. To this end, the Society shall conduct scientific and educational meetings; represent psychoanalysis and psychoanalytic psychotherapy to the general public; develop the relationship of psychoanalysis to other clinical and academic disciplines; encourage and engage in research. The Society shall endeavor to offer extension courses and study groups in the applications of psychoanalytic theory, technique, and practice. The educational and scientific activities shall be made available to both mental health and other practitioners as well as to the general public by means of public lectures, brochures, web site, and scholarly papers and books available in libraries.

This mission includes the generation and distribution of funds to further these purposes.

## **ARTICLE V**

### **Membership**

Any future authorized number and qualifications of members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, are reserved, and shall be regulated in the by-laws, if provision is made therefore.

## **ARTICLE VI**

### **Directors and the Manner of Their Election**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of initial directors of the corporation shall be five (5); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The corporation must never have fewer than three directors.

Except for the initial Board, the Board of Directors shall be elected by a majority vote of all members of the Society in good standing. Elections of Directors shall take place between May 1 and June 30. Directors shall serve for a term of three (3) years, except as provided below, and except for those directors elected to fill vacancies. All elections are to be secret mail ballot and determined by a simple majority of those members voting.

At the first election of the Board of Directors after the effective date of these Articles, two of the directors shall be elected to serve for three (3) years; two of the directors shall be elected to serve for two (2) years, and one of the directors shall be elected to serve for one (1) year. In the event of an change in the number of directors serving, terms shall be established so that the terms of approximately one-third (1/3) of the directors expire each year. A director shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Florida. Directors shall be eligible for re-election, but shall not serve more than two (2) consecutive terms.

Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the Board of Directors. A director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the membership. At such annual meeting, the members shall elect a person to the Board of Directors who shall serve for the remaining portion of the term.

## **ARTICLE VII**

### **Initial Directors**

The names and addresses of the initial Directors are:

**Name**

**Residential Address**

**Horacio Arias**

**1502 Cherrywood Avenue  
Tampa, Florida 33613**

**John J. Hartman, Ph.D.**

**10279 Estuary Drive  
Tampa, Florida 33647**

**Edward Stein, M.D.**

**2400 S. Trask  
Tampa, Florida 33629-5551**

**Robert C. Fernandez, M.D.**

**110 12<sup>th</sup> Avenue  
St. Pete Beach, Florida 33706**

**Arnold Z. Schneider, Ph.D.**

**55 Rogers St., #506  
Clearwater, Florida 33756**

#### **ARTICLE VIII** **Officers**

The members of the Society shall elect the following officers: president, president-elect, secretary, treasurer and such other officers as the by-laws of this corporation may authorize the Society to elect from time to time. The initial officers shall be those herein appointed. officers shall be elected by a majority vote of the members of the Society at the first and subsequent annual meetings of the members. Elections of Officers shall take place between May 1 and June 30.

In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

The following persons shall serve as the initial corporate officers:

| <b><u>Name</u></b>                | <b><u>Title</u></b>    | <b><u>Address</u></b>                                               |
|-----------------------------------|------------------------|---------------------------------------------------------------------|
| <b>Horacio Arias</b>              | <b>President</b>       | <b>1502 Cherrywood Avenue<br/>Tampa, Florida 33613</b>              |
| <b>John J. Hartman, Ph.D.</b>     | <b>President-Elect</b> | <b>10279 Estuary Drive<br/>Tampa, Florida 33647</b>                 |
| <b>Arnold Z. Schneider, Ph.D.</b> | <b>Past-President</b>  | <b>55 Rogers Street, #506<br/>Clearwater, Florida 33756</b>         |
| <b>Robert C. Fernandez, M.D.</b>  | <b>Treasurer</b>       | <b>110 12<sup>th</sup> Avenue<br/>St. Pete Beach, Florida 33706</b> |
| <b>Edward Stein, M.D.</b>         | <b>Secretary</b>       | <b>2400 S. Trask Street<br/>Tampa, Florida 33629-5551</b>           |

#### **ARTICLE IX**

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Subject to the limitations that may be contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, the bylaws of the corporation may be made, altered, rescinded, and added to, or new by-laws may be adopted, either by a resolution of the Board of Directors or by the procedure set forth therefore in the bylaws.

#### **ARTICLE X**

##### **Dissolution**

In the event of the dissolution of the Corporation, after the payment of all debts and expenses, including the expenses of dissolution, corporate assets shall be fully distributed exclusively for such purpose or purposes as shall then qualify as exempt purposes 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 to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific 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). The Board of Directors in its sole discretion may designate the purpose or purposes or organization or organizations to which the assets are to be distributed after consultation with the charitable donors to the Corporation, in amounts also to be decided in the sole discretion of the Board of Directors at the time of the dissolution.

Any assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE XI**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons except that the corporation 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 herein. No substantial part of the activities of the corporation shall be for 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by:

- (1) any organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code;
- (2) an organization described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986 (as the case may be); and/or an organization, contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

**ARTICLE XII**  
**Amendments**

Amendments to these articles of incorporation may be proposed by a resolution adopted by a vote of the majority of the Board of Directors by a mail ballot.

**ARTICLE XIII**

An officer or director of this corporation is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

(A) The officer or director breached or failed to perform his or her duties as an officer or director; and

(B) The officer's or director's breach of, or failure to perform, his or her duties constitutes:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(C) For the purposes of this section, the term:

(1) "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

a. Known, or so obvious that it should have been known, to the officer or director; and

b. Known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(2) "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.

(3) "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

(D) If the Florida Not For Profit Corporation Act is amended after approval of this article by the Directors to authorize corporate action further eliminating or limiting the personal liability of Directors, then, without further corporate action, the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act, as so amended.

(E) Neither the amendment nor repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this article shall eliminate or adversely affect any right or protection of a Director of the corporation existing immediately prior to such amendment, repeal or adoption.

(F) The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, the Articles of Incorporation and the Bylaws of the corporation.

#### ARTICLE XIV

Any person who volunteers to perform any service for the corporation, including an officer or director of the corporation, without compensation, except reimbursement for actual expenses, shall incur no civil liability for any act or omission by such person which results in personal injury or property damage if:

(A) Such person was acting in good faith within the scope of any official duties performed under such volunteer service and such person was acting as an ordinary reasonably prudent person would have acted under the same or similar circumstances; and

(B) The injury or damage was not caused by any wanton or willful misconduct on the part of such person in the performance of such duties.

For purposes of this act, the term "compensation" does not include a stipend as provided by the Domestic Service Volunteer Act of 1973, as amended (Pub. L. No. 93-113), or other financial assistance, valued at less than two-thirds of the federal hourly minimum wage standard, paid to a person who would otherwise be financially unable to provide the volunteer service.

#### ARTICLE XV Advisory Council(s)

The Board of Directors may create one or more advisory council(s) to act in an advisory and supportive capacity to the Society and its Board of Directors, and to assist in projects approved by the Board of Directors.

The objectives of such an advisory council may be:

(A) to serve as advisors to the Board.

(B) to advocate and encourage or conduct projects of the Board.



- (C) to actively solicit support for the Society and awareness of the purposes of the Society.
- (D) to plan and produce programs, projects, and other functions to raise funds for expenses not otherwise provided for in the regular budget.

An advisory council shall serve in an advisory capacity only and shall not have the power to bind the Society or control or direct the Society. An advisory council shall operate only under authority granted to it by the Board of Directors as shall be set out by written resolution of the Board of Directors.

**ARTICLE XVI**  
**Incorporators**

The name and address of each incorporator is:

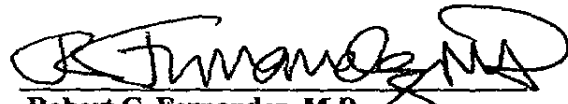
**Name**

**Address**

Robert C. Fernandez, M.D.

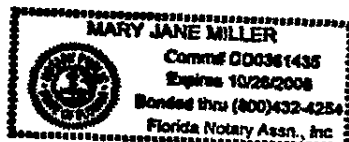
4890 West Kennedy Blvd.  
Suite 990  
Tampa Florida 33609

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on July 29, 2005.

  
Robert C. Fernandez, M.D.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH


The forgoing instrument was acknowledged before me this 29<sup>th</sup> day of July, 2005 by Robert C. Fernandez, M.D. who has produced DRIVERS LICENSE as identification.



  
NOTARY PUBLIC

### ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated not for profit corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto, on this 29<sup>th</sup> day of July, 2005.

  
Robert C. Fernandez  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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