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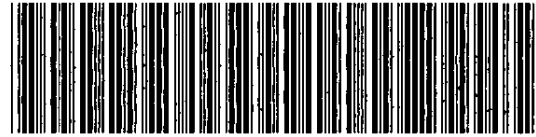
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Don't Dismiss Depression Foundation, Inc.

DOCUMENT NUMBER: N08000003323

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Diskin

(Name of Contact Person)

Copilevitz & Canter, LLC

(Firm/ Company)

1900 L Street, N.W., Suite 215

(Address)

Washington, DC 20036

(City/ State and Zip Code)

For further information concerning this matter, please call:

Mark Diskin

(Name of Contact Person)

at (202) 861-0740

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DON'T DISMISS DEPRESSION FOUNDATION, INC.
(DOCUMENT NO. N08000003323)**

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SECRETARY OF STATE
FLORIDA

In accordance with Sections 617.1006 and 617.1007, Florida Statutes, the undersigned corporation, DON'T DISMISS DEPRESSION FOUNDATION, INC., pursuant to a resolution adopted by its board of directors, adopts and files the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: DON'T DISMISS DEPRESSION FOUNDATION, INC. (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 3200 NE 36th Street, Apt. 803, Fort Lauderdale, FL 33308.

ARTICLE III - PURPOSES

This Corporation shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2), including, but not limited to, the following purposes:

1. to encourage, foster and promote increased public awareness and understanding of depression and the means to treat and cure depression and related mental illnesses, with a particular emphasis on therapies which do not involve drugs;
2. to educate patients, health care professionals and the public about depression, its causes, prevention, and treatments;
3. to provide grants, funds, aid and assistance to mental health facilities and mental health professionals engaged in study and research of the causes, treatments, and cures of depression and related mental illnesses with a particular emphasis on research concerning treatments that do not involve drugs and the public policy issues related thereto;
4. to provide direct aid and assistance to persons suffering from depression and related mental illnesses with particular emphasis on indigent persons who suffer from depression and related mental illnesses;

5. to underwrite, sponsor and support academic and scholarly studies, symposia and conferences related to advancing research and public education in regard to depression and related mental illnesses and the public policy issues related thereto;

6. to provide nonpartisan analysis, study, and education related to depression and related mental illnesses;

7. to accomplish the above purposes by all reasonable and practical means, including the dissemination of information in all forms and through all media to the public and working with government agencies, other organizations, and volunteers; and

8. to do any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth herein and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

It is intended that the Corporation shall have the status of an organization exempt from federal income taxation under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

In the event the Corporation at any time is determined to be a private foundation as defined in section 509(a) of the Code, the income of the Corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under section 4942 of the Code; and during each taxable year to which such determination applies, the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under section 4944 of the Code.

ARTICLE IV - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent are:

Stephen W. Gilbertson CPA
2740 E. Oakland Park Boulevard
Suite 206
Fort Lauderdale, FL 33306

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Edward J. Powers, Jr.
3200 NE 36th Street
Apt. 803
Fort Lauderdale, FL 33308

ARTICLE VII - MEMBERSHIP

The Corporation shall have one class of members, known as voting members, who shall be designated initially in the bylaws. Thereafter, no person may become a voting member without the written consent of two-thirds of all voting members.

ARTICLE VIII - BOARD OF DIRECTORS/MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. The directors of the Corporation shall be elected by the voting members.

The names and addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of Board of Directors of the Corporation are:

| NAME | ADDRESS |
|-----------------------|--|
| Edward J. Powers, Jr. | 3200 NE 36 th Street Apt. 803 Fort Lauderdale, FL 33308 |

Carmine Diodati

3200 NE 36th Street
Apt. 803
Fort Lauderdale, FL 33308

Charles Grace

11340 W. Olympic Boulevard
Apt. 185
Los Angeles, CA 90064

ARTICLE IX - POWERS

Solely for the foregoing purposes, the Corporation shall have the following powers:

1. To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes;
2. To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, contribution, donation, grant, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefor solely for the purposes hereof;
3. To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;
4. To make grants and otherwise distribute funds to organizations exempt from the payment of federal income tax under section 501 (a) of the Code and described in section 501 (c)(3) of the Code;
5. To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein;
6. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which not for profit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act;
7. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including but not limited to those powers set forth in Florida Statutes Chapter 617; and

8. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation as set forth herein and which are consistent with its status as an organization described in section 501(c)(3) of the Code.

ARTICLE X - ADDITIONAL LIMITATIONS AND REQUIREMENTS

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to any employees, directors, officers, or any other private person, but 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. If the Corporation enters into a compensation arrangement with or transfers property to a disqualified person, as defined in the Code, or allows a disqualified person the right to use property or provides any other benefit or privilege to a disqualified person, such arrangements shall not occur unless they are permissible under the law, these Articles and Section 4958 of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE XI – DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 XII - OFFICERS

The officers of the Corporation shall be the President, Secretary, and Treasurer, and such other officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors. The election of each officer shall be made by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE XIII - BYLAWS

The Board of Directors shall adopt such bylaws for the Corporation as the Board of Directors shall deem necessary for the efficient operation of the Corporation. Such bylaws may be altered, amended or repealed by the Board of Directors

ARTICLE XIV - AMENDMENT

The Articles of Incorporation and Bylaws of the Corporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office; provided, however, that the amendment shall not be effective unless and until it has been ratified and approved by the written consent of at least two-thirds (2/3) of the voting members.

ARTICLE XV - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617, and as set forth in the Bylaws of the Corporation. It is intended that the officers and directors of the Corporation be immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

CERTIFICATE REQUIRED BY SECTION 617.1007, FLORIDA STATUTES

In accordance with Section 617.1007 (3), Florida Statutes, the Corporation certifies that the foregoing Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation of Don't Dismiss Depression Foundation, Inc. filed with the Secretary of State on April 2, 2008 ("Prior Articles") as follows:

1. Article I of the Prior Articles was deleted and replaced with Article I of the Amended and Restated Articles of Incorporation.
2. Article II of the Prior Articles was deleted and replaced with Article II of the Amended and Restated Articles of Incorporation.
3. Article III of the Prior Articles was deleted and replaced with Article III of the Amended and Restated Articles of Incorporation.
4. Article IV of the Prior Articles was deleted and replaced with Article IV of the Amended and Restated Articles of Incorporation.
5. Article VII of the Prior Articles was deleted and replaced with Article VII of the Amended and Restated Articles of Incorporation.
6. Article VIII of the Prior Articles was deleted and replaced with Article VIII of the Amended and Restated Articles of Incorporation.
7. Articles IX - XV were added to the Articles of Incorporation of the Corporation.

The amendments described above were adopted pursuant to Section 617.1002, Florida Statutes. There are no members. The amendments were adopted by the board of directors.

Date: July 7, 2008

Edward J. Powers Jr. C.F.A.
Edward J. Powers, Jr., President