

N08000005494

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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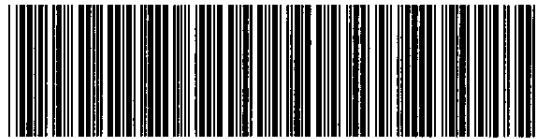
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Amend

11/06/08--01006--016 **43.75

2008 NOV - 6 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ASR
11/12/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Missing Piece of Counseling & Well-Being inc.

DOCUMENT NUMBER: N08000005494

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

Please return all correspondence concerning this matter to the following:

Elizabeth Mahaney

(Name of Contact Person)

The missing Piece of Counseling & Well-Being inc.

(Firm/ Company)

425 S Orleans Ave

(Address)

Tampa, FL 33606

(City/ State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Mahaney

(Name of Contact Person)

at (813) 240-3237

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

FILED

2008 NOV -6 AM 10:06

The Missing Piece of Counseling & Well-Being, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO8000005494

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

425 S. Orleans Ave

Tampa, FL

33606

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____

(Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Director being
(see attached)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	Max Wood		<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
	Arlin Larson		<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

[illegible]

Please amend the following:

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is:

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly as a financial tool used to help individuals, children, and their families identify, arrange, and pay for mental health supports and services with qualified community providers. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Part IV: Narrative Description of Activities

The Charitable purpose of The Missing Piece of Counseling & Well-Being, Inc (MPCW) is to promote the benefits of counseling to the general public and is a financial tool used to help individuals, children, and their families find, negotiate, arrange, and pay for mental health support and services with qualified community providers. MPCW plans to provide a pool of flexible funds for expedited access without having to wait for governmental or traditional means of attaining support. MPCW is dedicated to preventative health care and improving outcomes of the lives of individuals, children, teens, and families by providing counseling services. Rates for counseling and services are negotiated between the provider and client. The organization assures accurate and timely reimbursement to providers and manages costs, tracks services, and increases accountability and quality of services. MPCW utilizes a culturally competent and strength-based approach to working with individuals and families. One case at a time, we hope to ease some of the overwhelming hardship that exists in the lives of the

disadvantaged and disenfranchised members of our general public. We will do all that is possible, within the reach of our resources and funds, to help the general public receive counseling and well-being services. The activities will be conducted by a number of volunteers, including our Board of Directors, to assist with the necessary details of each specific case. The organization will engage in various workshop events that will be open to the general public each month that will be hosted at South Tampa Therapy free of charge and other sites that may be donated by sponsors. Topics will be presented by licensed mental health professional who may be solicited to volunteer or are reasonably compensated by the organization not the client based on experience and expertise. Topics may include depression, anxiety, parenting, couples counseling, and other mental health issues that interest our general public. MPCW will work in collaboration with other non-profit organizations including Success 4 Kids and Families Inc and Kathy's Place- a center for grieving children and families to get client referrals and participants. MPCW will locate and negotiate appropriate services for each unique individual's and family's need. There will be no fees charged for client referrals. Workshops differ from the private practices of mental health professionals and will be held in a space hosted by sponsors and other mental health practitioners in the community. Mental health practitioners and the general public will be invited to attend the workshops based upon appropriateness. Practitioners will be chosen and decided upon to participate as a provider by the board of directors based upon curriculum vitae, resumes, and interviews.

Board of directors and officers names, addresses and specific titles:

*Elizabeth Mahaney,	425 S. Orleans Ave. Tampa, FL 33606,	President
*Marvin Scaff,	425 S. Orleans Ave. Tampa, FL 33606,	Vice President
*Mary Winn,	3502 Shore Dr. Safety Harbor, FL 34695,	Treasurer
*Robb Winn,	3502 Shore Dr. Safety Harbor, FL 34695,	Member at Large
*Aly Carr,	609 S. Glen Ave Unit E Tampa, FL 33609,	Secretary
*Roene Zohler	1304 S. Desoto Ave. 304 Tampa, FL 33606	Member at Large
*Arlan Larson	1203 Country Trails Dr. Safety harbor, FL 34695	Member at large
*Max Wood	3500 Shore Dr. Safety Harbor, FL 34695.	Member at large

The date of each amendment(s) adoption: Nov. 2, 2008

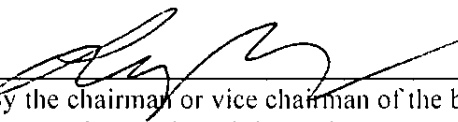
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated Nov. 2, 2008

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Elizabeth Mahaney
(Typed or printed name of person signing)

President
(Title of person signing)