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Amend & Rest.

G. Coulliette MAR 19 2007

Florida Certification Board

A Private Not-For-Profit Corporation

Board of Directors

Ray Berry
President
Hollywood, FL

Laureen Pagel
President-Elect
Fernandina Beach, FL

Kay Doughty
Secretary
Tampa, FL

Thomas Olk
Treasurer
Tallahassee, FL

Deborah Dain
Orlando, FL

Alice Denis
Miami, FL

Frank Francisco
Maitland, FL

Timothy Nugent
Ft. Myers, FL

Irvin Williams
Pensacola, FL

Neal McGarry
Executive Director

March 19, 2007

Kurt S. Browning, Secretary of State
Department of State
Division of Corporations
2661 Executive Center Cir., Clifton Bldg.
Tallahassee, FL 32301

Dear Mr. Browning:

Pursuant to Chapter 617.0202 of the Florida Statues, the undersigned corporation submits these attached amended and re-stated Articles of Incorporation. The Florida Certification Board met on September 25, 2006 to approve the changes to the enclosed article. A quorum was present and the motion to adopt the amendments was approved unanimously. The registered agent Neal A. McGarry, Executive Director of said corporation, at 1715 South Gadsden Street, Tallahassee, FL 32301.

Sincerely,

Neal A. McGarry

Neal McGarry
Executive Director

1715 South Gadsden Street • Tallahassee, Florida 32301

Phone 850.222.6314
Fax 850.222.6247
Web Site www.flcertificationboard.org

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 19, 2007

NEAL MCGARRY

TALLAHASSEE, FL

SUBJECT: FLORIDA CERTIFICATION BOARD, INC.
Ref. Number: N12276

We have received your document for FLORIDA CERTIFICATION BOARD, INC. and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We must have the manner of adoption and date of adoption as part of your actual amendment document and any mention of bylaws will need to be excluded from your document as well since bylaws are not filed here with this office.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 607A00018958

~~9/93 Revised, 9/97 Revised, 9/99 Revised, 9/2000 Revised, 3/2001 Revised, 8/2002 Revised 09/2004 Revised,~~ 8/2006 Amended and Re-Stated

~~**Deleted language**~~
Added language

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FILED
07 MAR 19 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~The Florida Certification Board, Inc.~~
OF
FLORIDA CERTIFICATION BOARD, INC.

The articles of incorporation/Bylaws of this corporation are hereby amended and restated as follows:

All board members were given a copy of the amended and re-stated Articles of Incorporation with new changes at the board meeting on August 15, 2006. All board members were asked to review the Article of Incorporation to see if the changes can be accepted or needed additional changes. All changes were accepted and adopted on September 25, 2006 by all board members.

ARTICLE I - NAME

The name of the ~~Corporation~~corporation shall be the Florida Certification Board, Inc. (the "Organization").

ARTICLE II - MISSION AND OBJECTIVES

Section 1. The mission of the ~~organization~~Organization is to protect the health, safty, and welfare of the citizens of Florida by regulating our certified professionals through eduction and compliance. ~~by maintaining leadership in the development of standards of competency for professionals in the addiction field and such other fields as the Board of Directors shall determine from time to time~~.

Section 2. This ~~organization~~Organization may participate in the ~~cultivation, and~~ study of the science of ~~the study of addiction~~ the professions it certifies in order to: elevate and maintain standards of learning and conduct in the profession ~~prevention, intervention and treatingment of addiction,~~; ~~to~~ promote legal and ~~medical~~ regulatory reforms; ~~in the prevention, intervention and treatment field of alcohol and/or other drug abuse; to~~ elevate the standard of honor, dignity, and integrity of

~~addiction professionals, prevention professionals, and criminal justice~~ the certified professionals and to promote public welfare.

Section 3. This ~~organization~~Organization may cooperate with all official and voluntary health, welfare, and educational ~~and rehabilitation~~ agencies concerned with the ~~prevention and control of alcohol and/or drug abuse and related areas of public health.~~ delivery of professional services to the citizens of Florida as related to the professions certified by the Organization.

Section 4. The Organization may decide, through resolution by its Board of Directors, to expand its mission to include the improvement of the quality of service delivered in other fields through developing competency standards and establishing credentialing programs for professionals in such fields.

Section 5. This ~~organization~~Organization may affiliate with organizations or national bodies, and may pay from its treasury dues required for such affiliation as appropriate to its mission and areas of focus.

ARTICLE III - BOARD OF DIRECTORS

Section 1.

A. The Board of Directors ("Board") shall be composed of no more than ~~twenty (20)~~ eleven (11) individuals. ~~(members of the organization). At least one-fourth (1/4) of the Board members shall be appointed annually for a four (4) year term of office.~~ ~~Appointment~~ Election of the Board members shall be by a majority vote of the Board members present at the meeting~~,~~ at which nominations to the Board are to be considered. Board members can be ~~appointed~~elected ~~to a second term~~

~~following their first term, but must retire thereafter from the Board for at least one (1) year before they can be~~ appointed ~~to serve again.~~ for an unlimited number of terms.

B. In the event of interim vacancies, the President may, at his/her discretion, appoint members to serve on the Board with the approval of a majority ~~vote~~ of the Board members. No Board member shall be appointed to the Board for the sole purpose of personal gain to themselves or ~~their~~the organization they represent.

C. All members of the Board must be certified through the ~~Florida Certification Board, Inc~~Organization.

D. The Chair of each Advisory Board, as described in Article VI below ,shall serve as a member of the Board of Directors to represent the interests of the certified professionals governed by that Advisory Board.

Section 2.~~A.~~ The Board may annually review its standards, procedures, and guidelines; and shall revise and update them as necessary. Such modifications to the certification process of its practitioners must be promulgated to the certified population and those seeking certification.

Section 3. A. ~~There~~The Board shall ~~be~~have no less than three (3) meetings ~~of the Board of Directors of the Corporation~~ each year. The President shall call the time and place of such meetings of the Board ~~of Directors or upon the written request of~~or, if requested in writing by six (6) or more ~~Directors~~Board members, the President shall call a meeting of the Board to be scheduled and held within twenty (20) days after receipt of said written request. Notice of all meetings of the Board, stating purpose, time, and place shall be sent to all Board members at least ten (10) days prior to such meeting by electronic mail or by U.S. mail,.

B. Each Board member will be able to cast one (1) vote . Board members must be present to cast a vote .; There is to be no voting by proxy. The presence of a majority of Board members shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Board members present at a meeting when a quorum is present shall be the act of the Board of Directors. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting to a place and time indicated and a copy of such adjournment action shall be delivered to all members of the Board of Directors.

Section 4. A contract or other transaction between this Organization and one or more of its Board members or any entity in which one or more of its Board members are Board members or officers or are financially interested, may be made and considered valid if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction; and

B. The vote or consent approving the transaction is sufficient for the purpose of ratification without counting the votes or consents of such interested Board members; and

C. The contract or transaction is fair and reasonable based on prevailing business standards.

Vested or interested Board members may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 5. The removal of ~~an officer or~~a Board member or Officer shall occur when the Board member ~~performs~~or Officer engages in an action that is detrimental to ~~this organization or under~~the Organization including, but not limited to, ~~anyone~~any one of the following conditions:

~~1.~~A. The Board member or ~~officer~~Officer is convicted by a court of competent jurisdiction of a crime, which the Board determines to be of such a nature as to render such person unfit to practice as a certified professional. ~~addiction, prevention or criminal justice professional.~~

~~2.~~B. The Board member or ~~officer~~Officer has had ~~membership in the~~ their certification by the ~~organization~~Organization revoked or suspended by recommendation of the ethics committee and action by the Board ~~of Directors~~ because of an ethical violation.

~~3.~~C. The Board member or ~~officer~~Officer has three (3) consecutive unexcused absences from Board meetings and/or ~~abandon~~abandoned his/her position as a ~~member of the~~ Board ~~of Directors~~member. Excessive absences and/or abandonment of one's Board position will be determined by a majority vote of the full Board. If a Board member or ~~officer~~Officer removed from the ~~Florida Certification~~ Board is in disagreement with such action, he/she has until the next scheduled Board meeting following the meeting ~~where~~at which the removal vote took place to request an appeal hearing. The hearing will follow the Organization's normal ~~FCB~~ hearing procedures.

~~Section 5.~~

Section 6.

A. The Board members ~~of the Board of Directors and committee,~~ Standing Committee members and Advisory Board members will serve without compensation, but may be reimbursed for expenses associated with ~~Board~~ activities performed on behalf of the Organization.. Reimbursement for such ~~related~~ activities will ~~only~~ occur ~~with~~only after three-fourths (3/4) Board approval.

B. No Board member ~~of the Board~~, or his/her spouse or family relative~~,~~ of the first degree (i.e., sibling, parent, child, uncle, aunt, niece or nephew or spouse of any such individual) (such individual called "Family Relative") shall serve as a full-time or part-time employee of the ~~organization~~Organization. Further, no person who is a spouse or ~~family relative~~Family Relative of an employee of the ~~organization~~Organization may serve as a member of the Board.

~~Section 6.~~

Section 7.

A. The Board ~~of Directors~~ shall hire an ~~e~~ Executive ~~d~~ Director who shall be responsible for the overall day-to-day operations of the ~~organization~~Organization.

B. The ~~executive director~~Executive Director shall report directly to the Board ~~of Directors~~ and shall be responsible for implementing Board policy and carrying out the day-to-day operations of the ~~Florida Certification Board~~Organization, including the formulation of planning guidelines and policy guidance. ~~He~~The

Executive Director alone shall initiate, negotiate, sign, administer and be responsible for contracts, real estate deeds, bills of sale and all other transactions involving real estate, tangible personal property and intangible property)in any amount for the Organization. ~~The Florida Certification Board, Inc.~~

~~Section 7.A. Each Director will be able to cast one (1) vote at any meeting of the organization. The Board member must be present at said meeting in order to participate in the voting process.~~

Section 8.

A. No Board member ~~of the Board of Directors of FCB, Inc. n~~or the ~~executive director~~Executive Director shall be personally liable for any debts, liabilities or financial obligations incurred by ~~FCB, Inc~~the Organization.

B. ~~FCB, Inc.~~The Organization shall hold harmless all Board members and the ~~executive director harmless~~Executive Director from and against all claims, damages, judgments, losses and expenses arising out of, and within the scope of, their respective duties and authority as enumerated in these ~~bylaws~~Bylaws.

C. ~~Defense attorney~~Attorney's fees ~~due to~~incurred as a result of any lawsuit, judgment, execution of judgment, claims or demands by individuals, corporations, and entities whatsoever, which have been brought against Board members, Officers and/or the ~~executive director~~Executive Director for their lawful acts, shall be the direct responsibility of and paid for by ~~FCB, Inc.~~the Organization and/ or its insurers.

ARTICLE IV – OFFICERS

Section 1.~~A.~~ ~~There~~ The Organization shall ~~be~~have the following officers: a President, a President-Elect, an Immediate Past-President, a Secretary, and a Treasurer. The President-Elect must commit to four (4) years of Board membership at the time of election and will maintain Board member status. ~~This~~ will~~provision shall override Article~~ IV~~III Section 1(A).~~

Section 2.~~A.~~ The President, President-Elect, and Immediate Past-President shall not hold the same office for consecutive terms. The President, upon completion of the term shall be installed as Immediate Past-President and the President-Elect shall be installed as President.

Section 3. Duties of the ~~officers~~Officers shall be as follows:

A. The President shall preside at all regular and special meetings of the ~~organization~~Organization and of the Board of Directors. The President shall serve a two (2) year term ~~in office~~. The President shall represent the ~~organization~~Organization in any official capacity, and perform all such duties and possess all such powers as required for the supervision of the ~~organization~~Organization. The President shall be an ex-officio member of all committees and Advisory Boards.

B. The President-Elect shall exercise all powers of the President in the event of the absence or inability of the President to serve and shall perform such other duties as the President may assign. The President-Elect shall serve a one (1) year term and shall be elected in the second year of the current President's term of office.

C. The Secretary shall keep the minutes of all meetings of the Board and membership. The Secretary shall be an ex-officio member of all committees in order to maintain records and shall be responsible for distributing copies of minutes to Board members. In the event the President and the President-Elect are absent from the same Board meeting, the Secretary will preside.

D. The Immediate Past-President shall advise the other ~~officers~~Officers and ~~members of~~ the Board members on the history of procedures and actions taken by the ~~organization. They~~Organization. The Immediate Past President shall have the same rights and privileges as other ~~Board members~~Officers. The Immediate Past-President shall serve a one (1) year term in office, which will be the year immediately following ~~their~~his/her last year in office as President.

E. The Treasurer shall be the custodian of all funds, and shall be empowered to disburse monies upon approval of the Board or upon written order of the President, within guidelines established by the Board ~~of Directors~~. The Treasurer shall present a financial report at all meetings of the Board of Directors. All securities and other valuable papers shall be placed in a safe designated by the Board. The Treasurer's accounts and records shall be audited from time to time by a firm of certified public accountants at the expense of the Organization.

F. In the case of a vacancy occurring in any office other than that of President, the Board ~~of Directors~~ shall appoint a qualified person to serve in ~~the~~that office for the remainder of the unexpired term. If the office of President shall become vacant, the President-Elect shall automatically become President for the balance of the term. In the event that the office of President becomes vacant in a year

~~where~~when there is no President-Elect the Secretary shall ~~resume~~perform the duties and responsibilities of the President until a ~~replacement can be~~new President is elected.

ARTICLE V - COMMITTEES

Section 1. ~~There will be an executive committee~~The Organization shall have an Executive Committee, which shall consist of the President, President-Elect, ~~past~~ Immediate Past-President, Treasurer, Secretary, and the ~~committee~~Organization's other Standing Committee chairs. The ~~executive director~~Executive Director shall serve as an ex-officio, non-voting member of the ~~executive committee~~ Executive Committee. The Executive Committee shall act on behalf of the Board when and if necessary~~,~~ between regular ~~Board~~ meetings of the Board. Said acts shall be brought to the next full ~~Board~~ meeting of the Board for ratification by the full Board.

Section 2. ~~There~~In addition to the Executive Committee, there shall be the following ~~standing committees~~ Standing Committees:

A. ~~An ethics committee~~The Ethics Committee, which shall monitor the ethical performance of the ~~members of this organization~~ professionals certified by the Organization.. ~~as indicated in the bylaws of this organization~~

B. ~~A~~The Professional Development and Education Committee shall plan training and develop~~ment~~ criteria for this training. This Committee shall present an outline of the proposed programs and educational plans for the coming year.

C. The ~~Written~~ Examination Committee which shall review the performance of the written examinations and oral examination ~~(written exam performance)~~ and make changes to the exams as appropriate in order to achieve ~~(a)~~ better tools ~~(of)~~ for measuring an examinee's ability.

~~D. The CPM Committee which shall perform all duties involving the oral exam and the written case process.~~

E. The Portfolio Committee shall be responsible for verification of all documentation for an applicant to be certified ~~as a~~an ~~Addiction Professional.~~

~~F. The Business & Operations Committee shall be chaired by the Treasurer.~~ The~~This committee shall perform all duties involving marketing, public relations and other business related actives for the~~ organization~~Organization.~~

Section 3. All ~~permanent~~Standing Committee ~~Chairpersons~~chairs shall be appointed by the President~~, with the approval of the Board~~ with the approval of a majority of the Board.

Section 4. The Board of Directors, shall also have the authority, at any time to establish such additional Standing Committees as the Board may deem appropriate.

ARTICLE VI – ADVISORY BOARDS

Section 1. The Board of Directors may establish advisory boards ("Advisory Boards") to develop and maintain standards of competency for professionals in those fields that the Board may designate as part of the Organization's mission. No such Advisory Board shall have the right or power to exercise any authority that is assigned in these bylaws to the Organization's Board of Directors. Any Advisory Board so established shall serve for the purpose of developing non-binding recommendations for consideration by the Organization's Board of Directors or by the Executive Committee.

Section 2.

A. Each Advisory Board shall have at least five (5) members including the Chair and shall have no more than seven (7) members including the Chair. All members of an Advisory Board must be certified through the Organization.

B. The Chair of each Advisory Board shall be selected and appointed by the President with approval of a majority of the Board members. The other members of each such Advisory Board shall be selected by the Chairman of that Advisory Board with approval of a majority of the Executive Committee. No Advisory Board member shall be appointed to the Advisory Board for the sole purpose of personal gain to themselves or the organization they represent. Any member of an Advisory Board, including the Chair, may be removed by the President with approval of a majority of the Board members.

C. Each Advisory Board shall have no less than three (3) meetings each year. The chair of each Advisory Board shall call the meetings for each such Advisory Board or, if requested in writing by the President or three (3) or more Advisory Board members, the chair shall call a meeting to be scheduled and held within twenty (20) days after receipt of said written request. Notice of each Advisory Board meeting, stating purpose, time, and place shall be sent to the members of each such Advisory Board at least ten (10) days prior to such meeting by electronic mail or by U.S. mail..

ARTICLE VII - FISCAL YEAR

The fiscal year of the Organization shall be determined by the Board of Directors.

ARTICLE VIII – RULES OF ORDER

"Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) of the Board members present at a ~~Board meeting of the Corporation~~ meeting of the Board of Directors..

ARTICLE ~~VII~~ X MEETINGS OF THE ORGANIZATION ~~CORPORATION~~

Section 1.

A. Meetings of the ~~Corporation~~ Organization shall be held at the call of a quorum of the executive committee or upon written request of any ~~ten (10)~~ six (6) Board members.

B. Notice of all meetings, stating purpose, time, and place shall be sent to all Board members at least ~~twenty (20)~~ ten (10) days prior to such meeting by electronic mail or by U.S. mail. A quorum shall consist of fifty percent (50%) of the Board ~~directors~~ members for all Board of Directors meetings or a majority of the executive committee for all executive committee meetings.

C. All meetings of the Board at which official acts are to be taken are declared to be public meetings and open to the public at all times except for those matters that the Board deems privileged in nature and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting. ~~Except for~~

~~those matters that the Board deems privileged in nature.~~ Any ~~person who is a~~ Board member who knowingly violates the provisions of this section by attending a meeting not held in accordance with the provisions hereof is in violation of the code of ethics.

~~D. Each member of the Corporation must be present to cast a vote at the time of the vote, there is to be no voting by proxy.~~

~~E. The Board will use the current issue of Roberts Rules of Order as a guide by which the business of these Board meetings will be conducted.~~

~~**ARTICLE VIII - HANDLING OF FUNDS AND ACCOUNTS**~~

XI – MANAGEMENT OF ASSETS, FUNDS AND ACCOUNTS

Section 1. The assets of the Organization shall be held, managed and invested by the Board of Directors. At no time may said assets be used or administered other than in furtherance of charitable purposes, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended. All investments of funds of the Organization shall be first approved by the Board of Directors.

Section 2. All funds of any kind received by the ~~organization~~Organization shall be deposited in the name of the ~~organization~~Organization in a depository designated by the Board. The Board shall, by resolution, determine the number and kinds of deposit accounts to be maintained by the ~~organization~~Organization.

Section ~~2.~~3. The Board may require from the Treasurer such periodic reports and accounting as it deems necessary. There shall also be not less than one (1) annual audit to be completed by an independent accounting firm.

ARTICLE XII - LOANS TO DIRECTORS AND OFFICERS

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the Organization to its Board members, Officers or employees, or to any other corporation, firm, association or other entity in which one or more of its Board members, Officers, or employees is a Board member, Officer or employee or holds a substantial financial interest, except a loan to a corporation which is exempt from federal income taxation under Section 501(c)(6) or Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. A loan made in violation of this Article is a violation of the duty to the Organization by the Board members or Officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE XIII - PAYMENT OF DIVIDENDS AND DISTRIBUTION OF INCOME TO, DIRECTORS AND OFFICERS PROHIBITED

A dividend may not be paid, and any part of the income or profit of the Organization may not be distributed to its Board members, or Officers.

XIV - DISSOLUTION

Upon the liquidation or dissolution of the Organization, its assets, if any remain after payment (or provision for payment) of all liabilities of the Organization, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c) (3)of the Internal Revenue Code of 1986, as hereafter amended. No part of the assets or the net earnings of the Organization shall inure to the benefit of a private individual or organization.

THE UNDERSIGNED HEREBY adopt and approve the foregoing amended and restated Articles of Incorporation of the Florida Certification Board, Inc..

Adopted: September 25, 2006.

Ray Berry
, President

, Secretary

(CORPORATE SEAL)