

N 12276

Neal McGarry  
(Requestor's Name)

1715 S. Gadsden St.  
(Address)

(Address)

Tallahassee, FL 3  
(City/State/Zip/Phone #)

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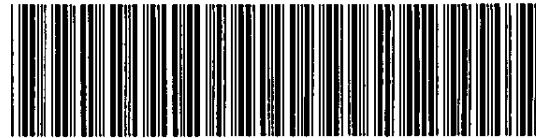
Florida Certification Board  
(Business Entity Name)

N 12276  
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OCT 20 2014  
T. CARTER

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA CERTIFICATION BOARD, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Florida Certification Board, Inc. (the "Organization") are hereby amended and restated in their entirety as follows:

**ARTICLE I – NAME**

The name of the Organization shall be the Florida Certification Board, Inc.

**ARTICLE II– PRINCIPAL OFFICE AND STREET ADDRESS**

The principal office and street address of the Organization shall be at 1715 S. Gadsden Street, Tallahassee, Florida 32301, or at such other location as may subsequently be designated by the Board of Directors. All books and records of the Organization shall be kept at its principal office or at such other place as may designated by the Board of Directors in accordance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act").

**ARTICLE III – MISSION, OBJECTIVES AND PURPOSES**

Section 1. The Organization is organized as a not-for-profit corporation under the Act. The mission of the Organization is to protect the health, safety and welfare of the citizens of the United States of America by regulating our certified professionals through experience, education and compliance with professional and ethical standards. Among other functions, the Organization provides certification for substance abuse counselors, prevention specialists, criminal justice professionals, mental health professionals, behavioral health technicians, child welfare professionals, workforce development professionals and professionals in other related and non-related fields.

Section 2. The Organization may participate in the study of the science of the professions it certifies in order to:

- A. elevate and maintain standards of learning and conduct in the profession;
- B. promote legal and regulatory reforms;
- C. elevate the standard of honor, dignity and integrity of the certified professionals; and
- D. promote public welfare.

Section 3. The Organization may cooperate with officials and voluntary health, welfare and educational agencies concerned with the delivery of professional services to the citizens of the United States of America.

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

Section 5. The Organization may affiliate with organizations and national bodies and may pay from its treasury all dues as may be required for such affiliation as appropriate to its mission and areas of focus.

Section 6. The Organization may exercise all powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded, and may do and perform such acts and shall have such powers as shall be desirable and necessary in the furtherance of any of the purposes or objectives herein enumerated which are not in derogation of the laws of the Act. Notwithstanding any other provision of these Articles, the Organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3), 501(c)(6) or similar provision of the Internal Revenue Code, or (b) by a corporation, the contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

#### **ARTICLE IV – TERM OF EXISTENCE**

The Organization shall have perpetual existence, unless dissolved in accordance with applicable law.

#### **ARTICLE V – BOARD OF DIRECTORS**

##### Section 1.

A. The property, business and affairs of the Organization shall be managed by a Board of Directors (the “Board”), consisting of no more than eleven (11) and no less than three (3) individuals. 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 elected for an unlimited number of terms.

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

C. The current CEO/Chair of each Advisory Board (as described in the Bylaws of the Organization) may serve as an ex officio member of the Board of Directors to represent the interests of the certified professionals governed by that Advisory Board.

Section 2. 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.

## **ARTICLE VI – OFFICERS**

Section 1. The affairs of the Organization shall be administered by the following officers: a Chairman of the Board (“Chairman”), a President/CEO, a Secretary, a Treasurer and such other officers as the Board may designate from time to time.

A. The Chairman shall be elected by majority vote of the Board members present at the meeting at which nominations for Chairman are to be considered. Any Board member can be elected as Chairman for one term of two years. The Chairman shall preside over all meetings of the Board.

B. The President/CEO shall be responsible for the overall day-to-day operations of the Organization.

C. The President/CEO shall be responsible for implementing Board policy and carrying out the day-to-day operations of the Organization, including the formulation of planning guidelines and policy guidance.

D. The President/CEO, acting alone, may 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, intangible property in any amount for the Organization.

Section 2. The names and addresses of the Officers who shall serve until their successors are elected or appointed are as follows:

Chairman of the Board:     Debbie Dain  
\_\_\_\_\_  
\_\_\_\_\_

President/CEO               Neal McGarry  
1715 S. Gadsden Street  
Tallahassee, Florida 32301

Treasurer:                 Tom Olk  
3333 W. Pensacola Street  
Tallahassee, Florida 32304

Secretary:                 Kay Doughty  
6655 66th Street  
Pinellas Park, Florida 33781

Section 3.     The Officers of the Organization shall have such responsibilities and powers as contained in the Bylaws and as otherwise provided by applicable law

#### **ARTICLE VI I – FISCAL YEAR**

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

#### **ARTICLE VIII – DISSOLUTION**

Upon the liquidation or dissolution of the Organization, its assets, if any, remaining 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)(3) or Section 501(c)(6) of the Internal Revenue Code, as hereafter amended or superseded, or the corresponding section(s) of any future federal code. No part of the assets or net earnings of the Organization shall inure to the benefit of a private individual or non-exempt entity or organization.

#### **ARTICLE IX – AMENDMENTS**

The Organization may alter, amend or repeal any provision of these Articles of Incorporation in the manner consistent with the Act and provided that such action is approved by a two-thirds (2/3) vote of the Board of Directors present at a meeting of the Board where such proposed changes have been distributed in writing to the Board at least ten (10) days prior to said meeting.

## ARTICLE X – BYLAWS

The Board of Directors shall adopt Bylaws for the Organization and may from time to time modify, alter, amend or rescind the same by two-thirds (2/3) vote of the Board of Directors present at a meeting of the Board where such proposed changes have been distributed in writing to the Board at least ten (10) days prior to said meeting.

## ARTICLE XI – REGISTERED AGENT

The name and Florida street address of the registered agent for the Organization is as follows:

Neal McGarry  
1715 S. Gadsden Street  
Tallahassee, Florida 32301

## ARTICLE XII – EFFECTIVE DATE

The foregoing Amended and Restated Articles of Incorporation of the Organization shall be effective upon filing of the same with the Department of State.

## ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION AND CERTIFICATION

The undersigned, as President/CEO of the Organization, hereby certifies as follows: (i) the foregoing Amended and Restated Articles of Incorporation do not contain any amendment requiring member approval and there are no members of the Organization entitled to vote on the foregoing Amended and Restated Articles of Incorporation; and (ii) the foregoing Amended and Restated Articles of Incorporation were duly adopted by a two-thirds (2/3) vote of the Board members present at a meeting of the Board of Directors of the Organization held on October 20, 2014.

Dated this 20 day of October, 2014.

By: \_\_\_\_\_

Neal McGarry  
President/CEO