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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MENTAL HEALTH RIGHTS ADVOCACY, INC.
(A Florida Non-Profit Corporation)**

The undersigned hereby certifies that the Articles of Incorporation have been amended and restated pursuant to Chapter 617, Florida Statutes, as follows:

**ARTICLE I
NAME**

The name of this corporation is MENTAL HEALTH RIGHTS ADVOCACY, INC., its principal address is 609 Bay Avenue, Clearwater, Florida 33756, and its mailing address is P.O. Box 1811, Clearwater, Florida 33757 (the "Corporation").

**ARTICLE II
NOT-FOR-PROFIT CORPORATION**

This Corporation is organized as a not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the "Internal Revenue Code").

**ARTICLE III
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to such express limitations, such purposes shall include but shall not be limited to:

(a) working with individuals and organizations in an effort to educate Florida residents and community members regarding their rights related to mental health issues and to act as an advocate for individuals in need of mental health rights advocacy services;

(b) providing educational information to the public, students, the elderly, families, parents, service agencies, healthcare and human service providers and organizations, professionals and other organizations and businesses concerning mental health advocacy related

issues and educating individuals regarding the rights of such persons to mental health and rights afforded by law;

(c) providing telephone assistance to individuals with personal or family problems, or have needs relating to mental health issues, services, procedures, rights and resources available to such persons;

(d) training and supervising volunteers to serve and provide advocacy, educational and other informational services for persons in need of mental health advocacy services;

(e) providing such other services for the benefit of the community and residents in crisis or whom are in need of mental health advocacy services as shall be approved by the Board of Directors; and

(f) receive, administer and distribute funds for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Corporation may receive, administer and distribute funds to further the exempt purposes set forth above, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and, to that end, the Corporation is empowered to hold any property or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws.

The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for political office to an extent that would disqualify it from tax-exemption under Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax 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 Corporation is not organized for pecuniary profit or for the primary purpose of carrying on a trade or business for profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual.

ARTICLE IV MEMBERS

The Corporation shall not have any members. The Board of Directors shall exercise all powers and duties for the conduct of the activities of the Corporation.

ARTICLE V
REGISTERED AGENT

The registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida, 33602 and the registered agent of the Corporation is Bush Ross Registered Agent Services, LLC.

ARTICLE VI
BOARD OF DIRECTORS/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board and the following officers: President, Vice-President, and Secretary/Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE VII
BYLAWS

The Bylaws of this Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE VIII
USE OF CORPORATION FUNDS

The property of this Corporation is irrevocably dedicated to not-for-profit purposes under the Florida Not For Profit Corporation Act and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation and conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation or the By-Laws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IX
DISTRIBUTIONS OF ASSETS

In the event of the dissolution of this Corporation, no funds shall be distributed, directly or indirectly, to any member, officer or director of the Corporation. After paying or making provisions for the payment of the liabilities of the Corporation, any funds remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed for the purposes for which the Corporation was organized.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner prescribed by Chapter 617, Florida Statutes (or the corresponding provisions of any future Florida Corporation Not for Profit Statute).

ARTICLE XI
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE XII
INDEMNIFICATION

Each officer, director or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she is made a party by reason of his or her being, or having been an officer, director, or employee of the corporation provided he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Corporation, and had no reasonable cause to believe his or her conduct was unlawful.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation hereby acknowledges that these Amended and Restated Articles of Incorporation were approved by the Board of Directors of the Corporation in accordance with the provisions of Section 617.1002, Florida Statutes, and a majority vote of the membership of the Corporation by action taken at a special meeting of the members of the Corporation held on July 14, 2015. The number of votes cast in favor thereof was sufficient for approval of these Amended and Restated Articles of Incorporation by the members and Board of Directors of the Corporation.

By: _____


Laurie Anspach, President