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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MIAMI FOUNDATION FOR MENTAL HEALTH, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FL**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF****MIAMI FOUNDATION FOR MENTAL HEALTH, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

1. The current name of the Corporation is Miami Foundation for Mental Health, Inc.
2. The original Articles of Incorporation for the Corporation were filed effective October 22, 2018 and assigned document number N18000011279 (the "Original Articles").
3. Pursuant to the provisions of Section 617.1002 and Section 617.1007 of the Florida Not for Profit Corporation Act, Fla. Stats. Chapter 617, the Original Articles are amended and restated in their entirety to read as follows:

**ARTICLE 1. NAME; FORMATION**

The name of the not-for-profit corporation is Miami Foundation for Mental Health, Inc. (the "**Corporation**"). The Corporation was formed as a not-for-profit corporation pursuant to the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617 (the "**Florida Act**"), and these Articles of Incorporation were prepared and executed in compliance with the requirements of the Florida Act.

**ARTICLE 2. ADDRESS OF INITIAL PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of the Corporation are as follows:

**Street Address:**

18 N.W. 107<sup>th</sup> Street  
Miami Shores, FL 33168

**Mailing Address:**

18 N.W. 107<sup>th</sup> Street  
Miami Shores, FL 33168

**ARTICLE 3. NO CAPITAL STOCK**

The Corporation is not organized for profit; it shall not authorize or issue any capital stock.

**ARTICLE 4. MISSION AND PURPOSE**

4.1 The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") (or the corresponding provision of any future

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United States internal revenue law), and, within and in furtherance of the foregoing exempt purposes, and the primary mission of the Corporation shall be and consist of the following:

(a) To conduct and/or contribute to, support, and advance charitable, educational, and scientific activities and causes directly related to serving the needs of the general public for mental health, substance abuse and/or behavioral health research, education, intervention, prevention and treatment services in such geographic areas as may be determined from time to time by the Board of Directors, including, without limitation, the making of grants and distributions to or for the benefit of individuals and to organizations which qualify as exempt organizations under Section 501(c)(3) of the Code (such an organization, an "Eligible Exempt Recipient") for such charitable, educational, and scientific purposes; and, more specifically, to receive, hold, manage, administer, apply, and disburse funds for such charitable, educational, and scientific purposes, all for the public, as more particularly set forth in these Articles of Incorporation and/or the Corporation's Bylaws as originally adopted and as may be amended or amended and restated from time to time (the "Bylaws"); and

(b) To take such actions, to exercise such powers and authority, and to engage in such activities necessary to, reasonably connected with, or appropriate, expedient, and proper to or for the effectuation and accomplishment of the charitable, educational, and scientific objectives and purposes set forth in these Articles of Incorporation and/or the Bylaws, in each case which may be legally done or exercised by not-for-profit corporations organized under the Florida Act or any successor statute (the object, purposes, activities, and functions set forth in this Section 4.1 collectively, the "Purpose").

**4.2 Funding and Related Matters.** The Corporation is authorized:

(a) To receive (whether by gift, contribution, bequest, devise, contract, purchase, lease, as program service revenue, or otherwise), take title to, and hold, manage, invest, administer, disburse, and distribute funds and any other properties and assets (whether real property or personal property, and whether tangible or intangible) for or in furtherance of the Purpose or any component thereof, without limitation as to amount of value, except such limitations, if any, as may be imposed by applicable law, in each case in accordance with the provisions of these Articles of Incorporation and the Bylaws;

(b) To grant, disburse, assign, sell, convey, and dispose of any property, to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for or in furtherance of the Purpose or any component thereof, in each case in accordance with the provisions of these Articles of Incorporation and the Bylaws;

(c) To receive and take title to any property and assets (whether real property or personal property, and whether tangible or intangible), outright or in trust, under the terms and conditions of any deed of gift, will, deed of trust, or other instrument, for or in furtherance of the Purpose or any component thereof, in each case in accordance with these Articles of Incorporation and the Bylaws, and, in administering the same, to carry out the directions and to exercise the powers contained in the deed, declaration or agreement of trust, or other instrument under which such property is received, including the expenditure of the principal as well as the income, as applicable, in accordance with the provisions of these Articles of Incorporation and

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the Bylaws; provided, however, that the Corporation shall not receive or accept any gift, contribution, bequest, devise, or other transfer of any such property if it is conditioned or limited in any manner which: (i) requires the disposition of all or any portion of the principal or income for any object or purpose other than for or in furtherance of the Purpose or any component thereof (including, without limitation, any condition or requirement for the disbursement or transfer of funds or property to a person or entity other than an Eligible Exempt Recipient {in the case of a legal entity or organization}, or other than a beneficiary otherwise eligible to receive grants or awards from the Corporation in furtherance of the Purpose or any component thereof {in the case of a natural person}); or (ii) in the opinion of the Board of Directors, may jeopardize the Federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code; and

(d) To receive, take title to, hold, manage, administer, apply, sell, otherwise deal with, and disburse the proceeds and income of, any stocks, bonds, obligations, or other securities of any corporation or other legal entity for or in furtherance of the Purpose or any component thereof, in each case in accordance with the provisions of these Articles of Incorporation and the Bylaws.

#### 4.3. Limitations and Restrictions.

(a) No Private Inurement. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, agents, or any other private persons or entities, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make grants, awards, payments, disbursements, and distributions for and in furtherance of the Purpose.

(b) No Propaganda. No substantial part of the activities of the Corporation shall be or consist of the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with and to the extent provided in Section 501(h) of the Code).

(c) No Campaign Activity. The Corporation shall not participate in or intervene in (including, without limitation, publishing or distributing statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities prohibited to be carried on or conducted: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

(d) No Unrelated Trade or Business. The Corporation shall not be operated for the primary purpose of conducting an unrelated trade or business within the meaning of Section 513 of the Code.

(e) Other Limitations: Private Foundation Matters. During any period for which the Corporation is classified as or constitutes a "private foundation," as defined in Section 509(a) of the Code, the Corporation shall not authorize, consent to, approve, ratify, or effectuate any of, and shall take commercially reasonable efforts to prevent and avoid, the following:

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(i) Any act of "self-dealing," as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(ii) The retention of any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(iii) The purchase or retention of any investment which would jeopardize the effectuation of its exempt Purpose specified in these Articles of Incorporation or any component thereof, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; or

(iv) The payment or disbursement of any "taxable expenditures," as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

(f) Other Provisions: Private Foundation Distributions. During any period for which the Corporation is classified as or constitutes a "private foundation," as defined in Section 509(a) of the Code, the Corporation shall distribute, for or in furtherance of the Purpose, for or with respect to each tax year, an aggregate amount at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

#### ARTICLE 5. NO MEMBERSHIP

The Corporation shall have no members.

#### ARTICLE 6. MANAGEMENT

The affairs of the Corporation shall be managed by a Board of Directors, and the Board of Directors shall be comprised of at least three (3) members. The exact number of Directors, which may be increased or decreased from time to time (but not decreased to fewer than three members), the term of service, and the manner in which the Directors shall be elected, appointed, or removed shall be as set forth in the Bylaws.

#### ARTICLE 7. REGISTERED AGENT AND REGISTERED ADDRESS

The name of the initial registered agent of the Corporation in the State of Florida, and the street address of such initial registered agent of the Corporation in the State of Florida, are as follows:

Glenn H. Kaufhold  
18 N.W. 107th Street  
Miami Shores, FL 33168

#### ARTICLE 8. TERM

The Corporation shall not have a fixed date of dissolution, and shall continue in effect unless and until dissolved pursuant to applicable law.

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**ARTICLE 9. DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors or liquidating officer or agent, after paying or making provision for the payment of all the liabilities of the Corporation, shall manage and administer all of the remaining properties and assets of the Corporation in furtherance of and in compliance with the Purpose, and shall make final disbursements, grants, and awards to any one or more Eligible Exempt Recipients or other beneficiary(ies) eligible to receive grants or awards from the Corporation in furtherance of the Purpose or any component thereof.

**ARTICLE 10. AMENDMENTS TO ARTICLES AND BYLAWS**

The power to alter, amend, or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and to amend and restate these Articles of Incorporation, in the manner provided under the Florida Act, and to adopt, alter, amend, restate, or repeal the Bylaws or adopt new Bylaws, shall be vested solely in the Board of Directors. Any such actions shall be adopted and approved by the Board of Directors in the manner and on the terms set forth in the Bylaws.

**ARTICLE 11. OTHER PROVISIONS**

Pursuant to its Bylaws, the Corporation may make any other terms, provisions, or requirements for the arrangement or conduct of the business, activities, and affairs of the Corporation, provided that the same shall be consistent with these Articles of Incorporation and permissible under the laws of the State of Florida and the United States.

4. The above Amended and Restated Articles of Incorporation were adopted on December 17, 2018 by the unanimous vote of the Board of Directors.

5. The above Amended and Restated Articles of Incorporation shall be effective immediately upon filing with the Florida Department of State, and amend, restate and supersede the original Articles of Incorporation of the Corporation.

6. There are no members and no members entitled to vote on the Amended and Restated Articles of Incorporation.

*[Balance of page intentionally left blank; signature blocks appear on following pages.]*

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IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of the Corporation has executed these Amended and Restated Articles of Incorporation this 18 day of December, 2018.

  
\_\_\_\_\_  
Tim Coffey  
Chairman of the Board

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of Miami Foundation for Mental Health, Inc. and agrees to comply with all provisions of the laws of the State of Florida, including Section 617.0501, Florida Statutes, relating to the proper and complete performance of the undersigned's duties as Registered Agent. The undersigned is familiar with and accepts the obligations of a Registered Agent as provided in Chapter 617, Florida Statutes.

  
Glenn H. Kanthold, as Registered Agent

Date: December 18, 2018

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