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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDA PSYCHOANALYTIC FOUNDATION, INC.

DOCUMENT NUMBER: N19890

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

Please return all correspondence concerning this matter to the following:

Oscar dela Guardia

(Name of Contact Person)

Law Offices of Oscar dela Guardia, P.A.

(Firm/ Company)

20 Calabria Avenue, Suite 300

(Address)

Coral Gables, FL 33134

(City/ State and Zip Code)

odelaguardia@ogattorney.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Oscar dela Guardia

305

4953380

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 1, 2016

OSCAR DE LA GUARDIA
LA OFFICES OF OSCARDELA, P.A.
20 CALABRIA AVENUE, SUITE 300
CORAL GABLES, FL 33134

SUBJECT: FLORIDA PSYCHOANALYTIC FOUNDATION, INC.
Ref. Number: N19890

We have received your document for FLORIDA PSYCHOANALYTIC FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 316A00023484

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA PSYCHOANALYTIC FOUNDATION, INC.
(Florida Not-For-Profit)**

16 NOV 10 AM 11:34
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are intended to form a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as follows:

ARTICLE I: NAME AND ADDRESS

The name of this corporation shall be **Florida Psychoanalytic Foundation, Inc.** (the "Corporation"). The street address of its principal office is 4649 Ponce de Leon Boulevard, Suite 303, Coral Gables, Florida 33146.

ARTICLE II: OBJECT, PURPOSES AND POWERS

The Corporation shall be a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes. The general nature, object and purposes of the Corporation shall be the following:

- A. To disseminate and promote knowledge about psychoanalysis to physician and non-physician mental health professionals, educators, allied professionals and the general public;
- B. To promote and support, for educational purposes and not-for profit, a psychoanalytic center in Florida;
- C. To further educational work and scientific research in the field of psychoanalysis;
- D. To facilitate the care and treatment of individuals who may be benefited by psychoanalysis in cooperation with other organizations and individuals;
- E. To disseminate educational information and materials to the psychoanalytic, medical and related professions, as well as to the public, including by conducting or supporting seminars, symposiums, lectures and lectureships; and
- F. To promote and support the assembly of psychoanalytic and related publications and materials; etc.

In furtherance of the foregoing, the Corporation shall have and exercise all powers necessary or convenient to effect any or all of the objects and purposes for which the Corporation is organized; and in general shall have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

Subject to the restrictions and limitations hereinafter set forth, the Corporation shall use and apply the income derived from its activities and the principal thereof exclusively for charitable, educational or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986 as amended

(the "IR Code"). The activities of the Corporation shall be consistent with the afore-said Section 501(c)(3).

ARTICLE III: ORIGINAL INCORPORATORS

The name and addresses of the original incorporators of this Corporation are:

Peggy B. Hutson, M.D.	3170 Munroe Drive Coconut Grove, FL 33133
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O. Townsend Dann, M.D.	1900 Coral Way Miami, FL 33135
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Stanley Needell, M.D.	2699 So. Bayshore Drive Miami, FL 33133
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ARTICLE IV: TERM OF EXISTENCE

The Corporation shall perpetual existence.

ARTICLE V: MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI: DIRECTORS

The number, tenure and method of election of the Corporation's directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VII: OFFICERS

The Corporation shall have the officers provided in the Bylaws of the Corporation, who shall be elected or appointed at such time and for such terms as is provided in the in the Bylaws of the Corporation.

ARTICLE VIII: CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person; nor shall its assets be expended to the benefit of anyone other than a recipient of funds for charitable, educational, or scientific purposes; it being intended that all such income shall be used and expended solely for the purposes stated in Section 501(c) (3) of the IR Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the Corporation 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.

In the event that the Corporation is characterized as a private foundation within the meaning of

Section 509 of the IR Code, the Corporation, during the period of such characterization:

- A. Shall distribute its taxable income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the IR Code;
- B. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the IR Code;
- C. Shall not retain any excess business holdings as defined in Section 4943(c) of the IR Code;
- D. Shall not make any investments in such manner as to subject it to tax under Section 4944 of the IR Code; and
- E. Shall not make any taxable expenditure as defined in Section 4945(d) of the IR Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the IR Code or by an organization to which contributions to which are deductible under Section 170(c)(2) of the IR Code.


ARTICLE IX: DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations that are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its authorized officer as of July 18, 2016.

FLORIDA PSYCHOANALYTIC FOUNDATION, INC.

By:


Peggy B. Hutson, Vice President

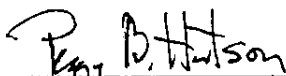
Pursuant to the provisions of Section 617.1006 of the Florida Statutes, **FLORIDA PSYCHOANALYTIC FOUNDATION, INC.**, a Florida not for profit corporation (the "Corporation") does hereby adopt the following Articles of Amendment for the purposes of amending and restating its Articles of Incorporation in their entirety:

- A. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as "Exhibit A" (the "Amended Articles").
- B. The Amended Articles were approved by unanimous written action dated as of July 18, 2016 signed by all of the directors of the Corporation pursuant to Section 617.0821 of the Florida Not for Profit Corporation Act (the "Florida Act").
- C. The Amended Articles were approved and adopted by written consent dated as of July 18, 2016 of a majority of the members of the Corporation entitled to vote thereon pursuant to Section 617.0701 of the Florida Act and such was sufficient for approval.
- D. The Amended Articles shall be effective as of the date they are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its authorized officer as of July 18, 2016.

FLORIDA PSYCHOANALYTIC FOUNDATION, INC.

By:



Peggy B. Hutson, Vice President