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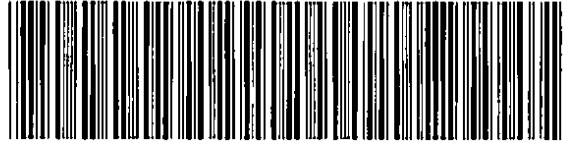
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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**CT CORP**  
**(850)656-4724**  
**3458 Lakeshore Drive,**  
**Tallahassee, FL 32312**

**Date:** 08/02/2023

Acc#120160000072

*mic SW*

Name:	NEUROBEHAVIORAL HOSPITAL FOUNDATION, INC.
Document #:	
Order #:	15059063

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Amount: \$ **78.75**

Thank you!

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** NEUROBEHAVIORAL HOSPITAL FOUNDATION, INC.

**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Brooke McGee  
Name (Printed or typed)

3340 Perimeter Hill Drive  
Address

Nashville, TN 37211  
City, State & Zip

(615) 971-3342  
Daytime Telephone number

cbmcgee@wellpath.us  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
NEUROBEHAVIORAL HOSPITAL FOUNDATION, INC.**

I, the undersigned, being of full age, for the purpose of forming a not-for-profit corporation under Chapter 617 of Florida Statutes, as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

**ARTICLE I  
Name**

The name of the Corporation is **NeuroBehavioral Hospital Foundation, Inc.** (hereinafter referred to as the "Corporation").

**ARTICLE II  
Registered Agent**

The registered agent of the Corporation shall be Corporate Creations Network Inc., and the address of the registered agent shall be 801 US Highway 1, North Palm Beach, FL 33408.

**ARTICLE III  
Principal Place of Business**

The principal place of business and mailing address of the Corporation shall be 993 45<sup>th</sup> Street, West Palm Beach, FL 33407.

**ARTICLE IV  
Purposes**

The Corporation is organized and shall be operated exclusively for charitable, religious, educational or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Specifically, the Corporation's purpose to improve and enhance access to mental and behavioral health services in West Palm Beach and the surrounding areas. The Corporation is committed to bridging the gap in mental health support by supporting immediate crisis intervention and the widespread care continuum of mental health services in effort to ensure that every individual, regardless of their background, receives the compassionate and effective help they need. Nothing contained herein shall be construed to give the Corporation any purpose that is not permitted under Code Section 501(c)(3) and Florida law. In furtherance of its permitted purposes, the Corporation may exercise any, all, and every lawful power or activity which a not-for-profit corporation organized under Florida law may exercise or transact.

**ARTICLE V  
Powers**

This Corporation, in carrying out its purposes, shall have all the powers granted by law to a corporation formed under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, and any laws amendatory thereof or supplementary thereto.

Notwithstanding any other provision in these Articles of Incorporation, this Corporation shall not carry on any activities, or exercise any power, not permitted to be carried on or exercised by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Further,

(i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(ii) The Corporation shall not engage in any act of "self-dealing" as defined in section 4941(d) of the Code that would give rise to liability for the tax imposed by section 4941(a) of the Code.

(iii) The Corporation shall not retain any "excess business holdings" as defined in section 4943(c) of the Code that would give rise to liability for the tax imposed by section 4943(a) of the Code.

(iv) The Corporation shall not make any investments that would jeopardize the carrying out of the exempt purposes of the Corporation, within the meaning of section 4944 of the Code, so as to give rise to liability for the tax imposed by section 4944(a) of the Code.

(v) The Corporation shall not make any "taxable expenditures" as defined in section 4945(d) of the Code that would give rise to liability for the tax imposed by section 4945(a) of the Code.

(vi) If the Corporation is ever determined to be a "private foundation" by the Internal Revenue Service, it shall distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid liability for the taxes imposed by section 4942(a) of the Code.

## **ARTICLE VI**

### **No Members**

The Corporation shall have no members.

## **ARTICLE VII**

### **Duration**

The duration of this Corporation shall be perpetual.

## **ARTICLE VIII**

### **No Capital Stock**

This Corporation shall not have capital stock.

**ARTICLE IX**  
**Board of Directors**

The general management of the business and affairs of the Corporation shall be vested in a Board of Directors (each individual director a "Director"). The number, qualifications, term of office, method of election, powers, authorities and duties of the Directors of this Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this Corporation.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by that number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided that all Directors must be notified immediately of its text and effective date.

The initial Directors of the Corporation shall be:

Beau Lynch  
Katherine Murphy  
Cheryl Checkers  
Marsha Martino

The initial officers of the Corporation shall be:

President:	Beau Lynch
Treasurer:	Andrew Hoffman
Secretary:	Marc Goldstone
Assistant Treasurer:	Tabitha Vanns
Assistant Secretary:	Brooke McGee

**ARTICLE X**  
**Restrictions**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XI**  
**No Personal Liability**

The Directors and officers of the Corporation shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation to any extent whatsoever; nor shall any of the property of the Directors or officers of the Corporation be subject to the payment of any debts or obligations of the Corporation.

**ARTICLE XII**  
**Amendments**

These Articles may be amended by the Board of Directors.

**ARTICLE XIII**  
**Dissolution**

This Corporation may be dissolved in accordance with the laws of the State of Florida. No Director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

**ARTICLE XIV**  
**Incorporator**

The name, address, telephone number and email address of the incorporator is:

Brooke McGee  
3340 Perimeter Hill Drive, Nashville, TN 37211  
(615)971-3342  
ebmcgee@wellpath.us

**Required Signature of Registered Agent**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept the obligations of s.617.0501, F.S. and the appointment as registered agent and agree to act in this capacity.

By: 

Dated 8/01/2023

Name: Carlos M Alvarez

Title: Special Secretary

Company: Corporate Creations Network, Inc.

**Required Signature of Incorporator**

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

By: 

Dated 08/01/2023

Brooke McGee, Incorporator  
of NeuroBehavioral Hospital Foundation, Inc.

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