

N23551

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BASIC AMENDMENT

AMI OF COLLIER COUNTY, INC.

Certificate of Status	1
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Page Count	07

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3/25/2005 1:56 PAGE 001/001 Florida Dept of State

P. 01



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 25, 2005

AMI OF COLLIER COUNTY, INC.
5020 TAMiami TRAIL N
#110
NAPLES, FL 34103US

SUBJECT: AMI OF COLLIER COUNTY, INC.
REF: N23551

We have received your document for AMI OF COLLIER COUNTY, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

FAX Aud. #: R05000073252
Letter Number: 305A00020654

(850) 205-0381

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMI OF COLLIER COUNTY, INC.
(a Florida Not For Profit Corporation)**

FILED
2005 MAR 30 PM 4:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation which shall supercede in their entirety the previously filed Articles of Incorporation of the Corporation.

**ARTICLE I
NAME**

The name of the corporation filing these Amended and Restated Articles of Incorporation is AMI OF COLLIER COUNTY, INC. The Document number for the corporation is N23551.

The name of this corporation following the filing of these Amended and Restated Articles of Incorporation is NAMI of Collier County, Inc. (hereinafter called the "Corporation").

**ARTICLE II
ADDRESS**

The Corporation's principal office and mailing address are located at:
5020 Tamiami Trail North, #110, Naples, FL 34103.

**ARTICLE III
PERPETUAL EXISTENCE**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The primary purpose of the Corporation is to be engaged in charitable and educational programs in Southwest Florida primarily benefitting those citizens who have been affected by mental illness and their families and those individuals who desire to pursue careers in the nursing, psychology, psychiatry and social services fields supporting citizens with mental illness.

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ARTICLE V
CORPORATE POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI
NUMBER OF DIRECTORS; METHOD OF ELECTION

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws.

The names and addresses of the Directors and Officers of the Corporation are:

Judith Evans
5312 Billings St, Lehigh Acres, FL 33971

Robert Gerwig
4301 Gulfshore Dr #203, Naples, FL 34103

Susan Lang
7540 Cameron Cir, Ft. Myers, FL 33912

Margaret Springer, Ph.D.
1100 5th Ave So, Naples, FL 34102

Jack Sullivan, 6820 Pelican Bay Blvd #125
Naples, FL 34108

Dr. Robert Jalousinski
850 Central Ave #100, Naples, FL 34102

Mark Lindner
2206 Majestic Court No, Naples, FL 34108

Pierre L'Esperance
350 Windward Way, Naples, FL 34103
Mike Garone, Unit #243
4001 Santa Barbara Blvd., Naples, FL 34104

Joseph Padulo
Lorraine Padulo
455 Cove Towers, #1703, Naples, FL 34110

Rosemary T. Pace
6075 Pelican Bay Blvd #125
Naples, FL 34108

Patricia Scoones
571 94th Avenue North, Naples, FL 34108

Vickie Freeman
1469 St Claire Shores Rd, Naples, FL 34112

Margaret Bowles
11784 Quail Village Way, Naples, FL 34119

Robert Emanuel
190 Manor Blvd, #1006, Naples, FL 34104

Nancy Schultz
380 Wedge Dr, Naples, FL 34103

Kevin Carmichael, Esq.
1395 Panther Ln #300, Naples, FL 34109

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The foregoing directors shall serve until the next annual meeting of the members and directors.

ARTICLE VII
MEMBERS

The Corporation shall have no Members

ARTICLE VIII
DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the majority of the final Board of Directors of the Corporation shall designate. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such purposes or to such organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for charitable and medical purposes.

ARTICLE IX
PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

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A. Shall distribute its income for each tax 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; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X
BYLAWS

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XII
REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 4658 Santiago Lane, Bonita Springs Fl 34134 and the name of Its Registered Agent at such office is Kathryn Hunter.

ARTICLE XIV
ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous vote of the Board of Directors at a meeting duly noticed and called for the adoption of Amended and Restated Articles where a sufficient quorum was present.

The Corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is January 27, 2005.

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IN WITNESS WHEREOF, the undersigned officer and director of the Corporation has executed these Amended and Restated Articles of Incorporation on the 27 day of January, 2005.

Jessie A. Evans

[Signature]

Susan Lang

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

The name of the Corporation is NAMI of Collier County, Inc.

The name of the initial registered agent of the Corporation is Kathryn Lieb Hunter, 4658
Santiago Lane, Bonita Springs, FL 34134.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above
stated Corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in that capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.


Kathryn Lieb Hunter,
Registered Agent

Date: 01/27/05

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