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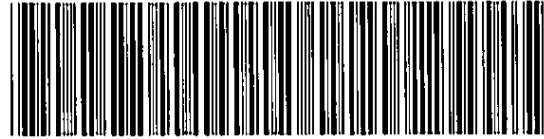
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

(OFFICE USE ONLY)

Business Name & Document Number, (if known):

1. Florida Initiative for Suicide Prevention, Inc.  
Name Document Number (if known)

☒ Walk in ☐ Will wait

☐ Certified Copy of the Articles of Organization

☐ Certificate of Status

**NEW FILINGS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ INC

☐ OTHER

**AMENDMENTS**

☒ Amendment  
☐ Resignation of R.A. Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Conversion  
☐ Merger

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name  
☐ Statement of Authority

☐ APOSTIL ()  
COUNTRY

**REGISTRATION/QUALIFICATIONS**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement

☐ Trademark  
☐ Other

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA INITIATIVE FOR SUICIDE PREVENTION, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned, being the Chief Executive Officer of FLORIDA INITIATIVE FOR SUICIDE PREVENTION, INC. (hereinafter the "Corporation"), a Florida not for profit corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 22, 1992, Document No. N514136 (the "Original Articles").

SECOND: These Amended and Restated Articles of Incorporation (these "Articles"), which supersede the Original Articles and all amendments to them, were adopted by unanimous consent of the board of directors of the Corporation on December 4, 2020.

THIRD: The text of the Original Articles are hereby amended and restated as set forth in full in these Articles and these Articles shall supersede the Original Articles and all amendments to them.

**ARTICLE I  
NAME**

The name of this Corporation Not for Profit shall be FLORIDA INITIATIVE FOR SUICIDE PREVENTION, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this Corporation shall be:

7147 W OAKLAND PARK BLVD  
LAUDERHILL, FL 33313

**ARTICLE III  
REGISTERED AGENT AND ADDRESS**

The name and street address of the registered agent of this corporation is:

PAUL F. JAQUITH  
7145 W OAKLAND PARK BLVD  
LAUDERHILL, FL 33313

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#### ARTICLE IV PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended (or the corresponding provisions of any future United States Internal Revenue Law) particularly, promoting mental health through education, prevention, research, advocacy and empowerment to children, adults and families in Southeastern Florida. The Corporation is also organized for the purposes of making contributions or donations to other § 501(c)(3) organizations within the meaning of the Internal Revenue Code, as may be amended and exempt from taxation under § 501(a) of the Internal Revenue Code, as may be amended. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer or individual. The Corporation shall not have the power to issue certificates of stock nor declare dividends.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under § 501(c)(3), or any corporation qualified as a public charity under § 509(a), of the Internal Revenue Code, as may be amended (or the corresponding provisions of any future United States Internal Revenue Law).

#### ARTICLE V POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended:

5.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

5.2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

5.3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may be amended.

5.4. In no event shall the Corporation have the power to 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, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

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5.5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2C.B.411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

#### ARTICLE VI DURATION

The term of existence of the Corporation is perpetual.

#### ARTICLE VII MEMBERSHIP

7.1. The Corporation shall be organized as a nonstock, membership corporation. Mental Health America of Southeast Florida, Inc., a Florida corporation not for profit ("MHA") shall be the sole member of the Corporation. MHA shall hold its interest in the Corporation as the Corporation's sole member.

7.2. The members, at their annual meeting, shall elect the members of the board of directors, in the manner provided herein. Each member of the corporation present at a meeting in person or virtually of members shall be entitled to cast one vote on each matter coming before such meeting for the vote of the members.

7.3. The regular annual meeting of the members of the Corporation shall be held during the first quarter of each year, at a time to be determined by the board of directors, for the election of the members of the board of directors and the transaction of such other business as shall come before such meeting. The members may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the members, without other notice than such resolution. At the annual meeting, the chief financial officer shall report on the activities and financial condition of the Corporation.

7.4. Special meetings of the members of the Corporation may be called by the chief executive officer of the Corporation, the board of directors or by members having at least one-twentieth of the votes entitled to be cast at such meeting. The person or persons authorized to call special meetings of the members may fix any place, either within or without the State of Florida, and the time for holding any special meeting of the members called by them. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

7.5. The Corporation shall notify its members of the place, date, time and whether the meeting will be in person or conducted via an electronic form of communication for each annual, regular and special meeting of members no fewer than ten (10), or if notice is mailed by other than first-class or registered mail, thirty (30), nor more than sixty (60) days before the meeting date. Notice of an annual or regular meeting shall include a description of any of the following matter or matters which must be approved by the members: a transaction with the Corporation in which a director of the Corporation has a material interest; the indemnification of any person pursuant to these Articles; an amendment to the Corporation's Articles of Incorporation; an amendment to the

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corporation's bylaws; a merger involving the corporation; a disposition of all or substantially all of the Corporation's property other than in the usual and regular course of its activities; or a dissolution of the Corporation. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.

7.6. The presence either in person or virtually of at least one-tenth (1/10th) of the members entitled to vote shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the members of the corporation. The act of a majority of the members present in person or virtually at a meeting of members at which a quorum is present shall be valid as the act of the members, except in those specific instances in which a greater number may be required by Chapter 617, Florida Statutes, the Articles of Incorporation of the Corporation or the bylaws, and further provided that unless one-third (1/3) or more of the voting power is present in person or virtually, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

7.7. If a quorum shall not be present in person or virtually at any such meeting, the members present in person or virtually shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present in person or virtually any business may be transacted which could have been transacted at the original session of such meeting.

7.8. Any member may resign from the Corporation. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the board of directors of the Corporation, as such resignation shall provide.

7.9. Any action which is required to or may be approved by the members may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by those members with at least eighty percent (80%) of the voting power of all members of the corporation at a meeting of members. The consents shall have the same force and effect as a vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the members. Written notice of member approval pursuant to this Section shall be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this Section shall be effective ten (10) days after such written notice is given, and in the event member approval is unanimous, approval shall be effective immediately. Any notice given by mail must be given by first-class or certified mail sent to the last known address of the member shown on the corporation's records.

## ARTICLE VIII DIRECTORS

8.1. The directors of the Corporation are to be elected by the members of the Corporation as provided in Article VII. In no event, shall the number of directors be fewer than three (3).

8.2. FISP board members will not be compensated for services as a board member. FISP may pay compensation in a reasonable amount to board member's company for services subject to prior board approval.

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8.3. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

8.4. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the board of directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

#### ARTICLE IX BYLAWS

The bylaws of the Corporation shall be adopted by the members, and may be altered, amended or repealed from time to time by the majority vote of members present in person or virtually.

#### ARTICLE X DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.


#### ARTICLE XI INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

#### ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended by the members in the manner provided by the Florida Not For Profit Corporation Act.

The undersigned being duly authorized by the board of directors of the Corporation affirms the facts stated in this document are true as of the 4 day of December, 2020.

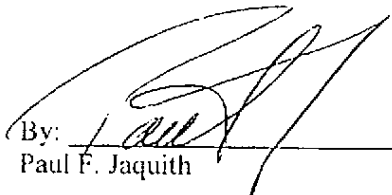
  
Jacqueline H. Rosen, CEO

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#### ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Florida Initiative for Suicide Prevention, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this 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.

Dated this 7 day of December, 2020

By:   
Paul F. Jaquith

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