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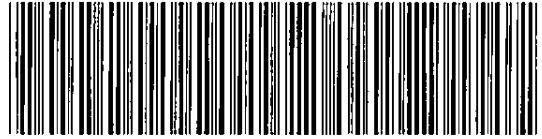
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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COVER LETTER

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

SUBJECT: Mental Health America of the Palm Beaches, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00
Filing Fee

☐ \$43.75
Filing Fee
& Certificate of Status

☐ \$43.75
Filing Fee
& Certified Copy

☒ \$52.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Andrew R. McAusland
Name (Printed or typed)
909 Fern Street
Address
West Palm Beach, Florida 33401
City, State & Zip
561-832-3755
Daytime Telephone number
info@mhapbc.org
E-mail address: (to be used for future annual report notification)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL

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NOTE: Please provide the original and one copy of the document.

Amended and RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is: Mental Health America of the Palm Beaches, Inc.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: See enclosed Amended and Restated Articles of Incorporation dated November 29, 2023.

[illegible]

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ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner: Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>Change</u>	<u>P</u>	<u>Marjorie Potter</u>	<u>3111 45th Street, #4</u> <u>West Palm Beach, FL 33407</u>
<u>Add</u>			
<u>X</u> Remove			
2) <u>Change</u>	<u>S</u>	<u>Kyle Caparosa</u>	<u>230 Royal Palm, #209</u> <u>Palm Beach, FL 33480</u>
<u>Add</u>			
<u>X</u> Remove			
3) <u>Change</u>	<u>V</u>	<u>Stuart Klein</u>	<u>1551 Forum Place, #400B</u> <u>West Palm Beach, FL 33401</u>
<u>Add</u>			
<u>X</u> Remove			
4) <u>Change</u>	<u>T</u>	<u>Norton Rosner</u>	<u>17831 Heather Ridge Lane</u> <u>Boca Raton, FL 33498</u>
<u>Add</u>			
<u>X</u> Remove			
5) <u>Change</u>	<u>V</u>	<u>Joellen Spector</u>	<u>6 Lagomar</u> <u>Palm Beach, FL 33480</u>
<u>Add</u>			
<u>X</u> Remove			
6) <u>Change</u>	<u>V</u>	<u>Joan T. Garrity</u>	<u>1957 Canterbury Circle</u> <u>West Palm Beach, FL 33414</u>
<u>Add</u>			
<u>X</u> Remove			

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Andrew R. McAusland
Address: 909 Fern Street
West Palm Beach, Florida 33401

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Andrew McAusland
Required Signature/Registered Agent

November 29, 2023

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

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TALLAHASSEE, FL

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing, _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Dated: November 29, 2023

Signature: _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Andrew R. McAusland

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

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STATE
SECRETARY

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MENTAL HEALTH AMERICA OF THE PALM BEACHES, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of continuing the existence of a not for profit corporation under Florida law, does hereby adopt the following Amended and Restated Articles of Incorporation, which has been approved and adopted by unanimous consent of the Board of Directors and memorialized in a corporate resolution.

**ARTICLE I
CORPORATE NAME CHANGE**

The name of this Corporation is now Mental Health America of the Palm Beaches, Inc. (formerly known as Mental Health Association of Palm Beach County, Inc.) ("the Corporation"). The principal address is 909 Fern Street, West Palm Beach, FL 33401.

**ARTICLE II
CORPORATE NATURE**

This is a not for profit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit act, as set forth in Chapter 617 of the Florida Statutes, and more specifically described in ARTICLE IV, below, and in the By-Laws of the Corporation.

**ARTICLE III
DURATION**

The term of existence of the Corporation is perpetual.

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STATE OF FLORIDA

ARTICLE IV
GENERAL AND SPECIFIC PURPOSE

The general nature of this Corporation is to create a supportive community in Palm Beach County, Florida, wherein all people can flourish by developing and improving programs that promote mental wellness.

The Corporation may operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under the Internal Revenue Code of 1954, as amended, or under any provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors:

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors shall be no more than twenty (20), and never less than three (3). The maximum number of Directors may be changed by amending the By-Laws duly adopted by the majority of the Directors.

Directors shall serve for a term of no more than three (3) successive terms of three (3) years each, until the annual meeting following the election of Directors and until the qualification of the successors in office. Annual Meetings shall be held in Palm Beach County, Florida, in July of each year, or at such other place or places and times as the Board of Directors may designate from time to time by corporate resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Directors, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the Board proceedings, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this

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PALM BEACH, FL

Corporation, as amended, authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(b) Corporate Officers:

The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time.

ARTICLE VI
EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, including but not limited to the CEO, and to make payments and distributions in furtherance of the purposes set forth in Article IV and Article VI hereof.

(b) A substantial part of the activities of the Corporation shall be creating a supportive community in Palm Beach County, Florida, wherein all people can flourish. While such activities may include advocating for legislation to benefit mental wellness, the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 of 1954, as amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954, as amended.

(d) Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

ARTICLE VII
DISTRIBUTION OF ASSETS

Upon 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 the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws of this Corporation, and any limitations set forth in the Florida Corporation Not For Profit Act, concerning corporate action that must be authorized or approved, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

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ARTICLE X
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual. However, this ARTICLE X does not operate to restrict or prevent anything in ARTICLE VI.

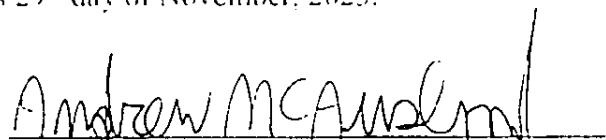
ARTICLE XI
REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office shall be 909 Fern Street, West Palm Beach, Florida 33401, and the name of its registered agent shall be Andrew R. McAusland.

ARTICLE XII
AMENDMENT AND RESTATEMENT OF ARTICLES

Amendments and restatements to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and shall conform to Chapter 617 of the Florida Statutes.

I, the undersigned, being the Chief Executive Officer and authorized agent to execute these Amended and Restated Articles of Incorporation of Mental Health America of the Palm Beaches, Inc., for the purpose of amending and restating the Articles of Incorporation, under the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation on this 29th day of November, 2023.


Andrew R. McAusland, as Chief Executive
Officer and Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I hereby certify that before me, a Notary Public, an officer who is duly authorized to administer oaths and take acknowledgements in the State and County set forth above, personally appeared ANDREW R. MCAUSLAND, as CEO and Registered Agent of the Corporation, at his direction, who executed the foregoing Amended and Restated Articles of Incorporation and acknowledged before me by means of X his physical presence or ~~online notarization~~ that he voluntarily and willingly executed same, for the purposes stated therein, and provided his Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on this 29th day of November, 2023.

NOTARY PUBLIC SEAL:



Mary Ann Roman
Comm.: # HH 305483
Expires: September 21, 2028
Notary Public - State of Florida

Maryann Roman
NOTARY PUBLIC, STATE OF FLORIDA
Print Notary Name: MARY ANN ROMAN

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