

N960000001636

1201 N. STREET  
TALLAHASSEE, FL 32301  
800-428-0166  
904-222-0391 FAX



FILED

96 MAR 25 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 888603 86900

AUTHORIZATION : Patricia Pizjuts

COST LIMIT : \$ 70.00

ORDER DATE : March 20, 1996

ORDER TIME : 11:56 AM

ORDER NO. : 888603

000001755910

CUSTOMER NO: 86900

CUSTOMER: David C. Jacobson, Esq  
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33000

DOMESTIC FILING

NAME: THE JOURNEY INSTITUTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XY PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

RECEIVED  
96 MAR 25 AM 11:13  
DIVISION OF CORPORATION

KATHY H. MAR 26 1996

FILED

96 MAR 25 PM 3:50

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE JOURNEY INSTITUTE, INC.  
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

THE JOURNEY INSTITUTE, INC.

The address of the principal office of this corporation shall be 7600 Red Road, Suite 222, Miami, Florida 33143, and the mailing address of the corporation shall be the same.

ARTICLE II.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is the treatment of emotional and psychological trauma.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

David C. Jacobson, Esq.  
20803 Biscayne Boulevard, Suite 200  
Aventura, Florida 33180

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The street address of the initial registered office of the corporation shall be 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180, and the name of the initial registered agent of the corporation at that address is David C. Jacobson.

IN WITNESS THEREOF, David C. Jacobson, Esq.,  
has hereunto set their hand and seal of David C.  
Jacobson, Esq., on March 22, 1996.

By: David C. Jacobson  
David C. Jacobson, Incorporator

FILED  
96 MAR 25 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

DAVID G. JACOBSON, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of: THE JOURNEY INSTITUTE, INC.

\_\_\_\_\_ is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: David C. Jacobson  
DAVID C. JACOBSON  
Printed Name:

N96000001636

BEDZOW, KORN & KAN, P.A.

ATTORNEYS AT LAW

SUITE 200

20803 DISCAYNE BOULEVARD

AVENTURA, FLORIDA 33180

TELEPHONE (305) 935-6888

MICHAEL BEDZOW  
GARY A. KOHN  
GARY L. BROWN  
RICHARD C. WOLFE  
PAUL R. LIPSON  
GEORGE A. MINSKI  
ALAN H. SCHINDLER  
DAVID C. JACOBSON  
JENNIFER LEVIN  
NEAL I. SKLAR  
MICHAEL A. MARAGINI  
FLORENTINO L. GONZALEZ  
JANI KLEIN SINGER

REPLY TO:  
P.O. BOX 8020  
HALLANDALE, FLORIDA 33008

(BROWARD) (954) 523-6801

TELECOPIERS:  
MAIN (305) 936-9302  
REAL ESTATE (305) 932-6043  
LITIGATION (305) 936-2795

ALAN J. KAN  
(1947 - 1990)

OF COUNSEL  
MARCY S. RESNIK

July 19, 1996

VIA: FEDERAL EXPRESS  
Florida Secretary of State  
Division of Corporations  
408 E. Gaines Street  
Tallahassee, FL 32399

7000001900977  
-07/23/96--01006--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: The Journey Institute

To whom it may concern:

Enclosed please find the original and a copy of the Article Restatement for the above referenced corporation, and a check for the amount of \$35.00. Please return a stamped copy to the undersigned.

Thank you for your consideration to this matter, and should you have any questions, please feel free to contact my office.

Very truly yours,



DAVID C. JACOBSON  
For the Firm

DCJ/ecm

VS AUG 20 1996

*Restated Cert*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

July 30, 1996

DAVID C. JACOBSON  
P.O. BOX 8020  
HALLANDALE, FL 33008

SUBJECT: THE JOURNEY INSTITUTE, INC.  
Ref. Number: N96000001636

We have received your document for THE JOURNEY INSTITUTE, 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 296A00036488

# BEDZOW, KORN & KAN, P. A.

ATTORNEYS AT LAW

SUITE 200

20803 BISCAYNE BOULEVARD

AVENTURA, FLORIDA 33180

TELEPHONE (305) 935-6888

REPLY TO:

P.O. Box 8081

HALLANDALE, FLORIDA 33008

(HROWARD) (954) 523-6001

TELEPHONE:

MAIN (305) 936-9502

REAL ESTATE (305) 932-6043

LITIGATION (305) 936-2753

ALAN J. KAN

(1917 - 1994)

MICHAEL BEDZOW

GARY A. KORN

GARY L. BROWN

RICHARD C. WOLFE

PAUL R. LIPSON

GEORGE A. MINSKI

ALAN B. SCHNITZER

DAVID C. JACOBSON

JENNIFER LEVIN

NEAL I. SKLAR

MICHAEL A. MARACINI

FLORENTINO L. GONZALEZ

JANI KLING SINGER

OF COUNSEL

MARCY S. RESNIK

August 14, 1996

VIA: FEDERAL EXPRESS

Florida Secretary of State

Division of Corporations

408 E. Gaines Street

Tallahassee, FL 32399

RE: The Journey Institute

Ref. Number N96000001636

To whom it may concern:

Enclosed please find the original and a copy of the Article of Restatement for the above referenced corporation, a check in the amount of \$35.00, a copy of correspondence from your office regarding the same and a registered agent acceptance form. Please return a stamped copy to the undersigned.

Thank you for your consideration to this matter, and should you have any questions, please feel free to contact my office.

Very truly yours,

*David C. Jacobson*

DAVID C. JACOBSON  
For the Firm

DCJ/ecm

RECEIVED  
96 AUG 16 AM 5:09  
DIVISION OF CORPORATIONS

ARTICLES OF RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF THE JOURNEY INSTITUTE, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
96 AUG 16 PM 2:56  
STATE OF FLORIDA

ARTICLE I.

A. The name of the corporation is The Journey Institute, Inc.

B. The address of the principal office of this corporation shall be 7600 Red Road, Suite 222, Miami, Florida 33143, and the mailing address of the corporation shall be the same.

ARTICLE II.

ALL of the directors of the corporation adopted these Articles of Restatement on July 1, 1996. These Articles of Restatement were unanimously adopted by the Board of Directors and do not contain any amendment requiring member approval.

ARTICLE III.

These Articles of Restatement will be effective upon filing.

ARTICLE IV.

The corporation shall have perpetual duration.

ARTICLE V.

The corporation is a not for profit corporation. The purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes including the treatment of emotional and psychological trauma together with, and in addition to, the authority and powers conferred by the laws of the State of Florida, as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE VI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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 V 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, 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 VII.

The street address of the registered office of the corporation is 7600 Red Road, Suite 334, Miami, Florida 33143. The name of its registered agent at such address is MAX COHEN.

#### ARTICLE VIII.

A. The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be six, provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

B. 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 the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, 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 that 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 bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

C. The names and addresses of the persons who are to serve as the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gill Freeman, Esquire	701 Brickell Avenue Suite 1900 Miami, FL 33131
Ray Armstrong, Phd	555 Biltmore Way, Suite 206 Coral Gables, FL 33134
Doris Stiles-Glazer, Phd	555 Biltmore Way, Suite 206 Coral Gables, FL 33134
Leonard Glazer, Phd	555 Biltmore Way, Suite 206 Coral Gables, FL 33134
Max Cohen	7600 Red Road, Suite 334 Miami, FL 33134
Paul Lipton, Esquire	20803 Biscayne Boulevard, Suite 200 Aventura, FL 33180

#### ARTICLE IX.

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID C. JACOBSON	20803 Biscayne Boulevard, Suite 200 Aventura, FL 33180

#### ARTICLE X.

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors.

#### ARTICLES XI.

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Chapter 617 of the Florida Statutes, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XII.

The sole class of members of this corporation shall be its directors. The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member of the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

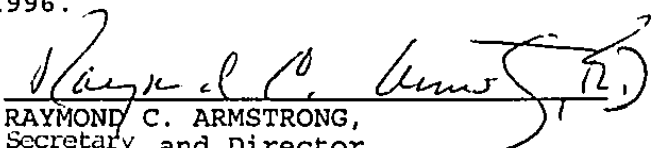
ARTICLE XIII.

A. Anything in these articles of incorporation to the contrary notwithstanding, the purposes or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distribution to organizations that qualify as tax-exempt organizations under such code.

B. This corporation shall not, as a substantial part of its activities, carry or propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. No part of the net earnings, properties or assets of this corporation, or dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

IN WITNESS THEREOF, RAYMOND C. ARMSTRONG has hereunto set his hand and seal, as of July 2, 1996.

  
RAYMOND C. ARMSTRONG,  
Secretary and Director

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Journey Institute, Inc.
2. The name and address of the registered agent and office is:

Max Cohen

(NAME)

7600 Red Road, Suite 334

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33134

(CITY/STATE/ZIP)

*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 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.*

MAX COHEN

(SIGNATURE)

8-1-96

(DATE)