

N 9800002054

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000026756 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 425-8377

FILED
99 OCT 22 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

INSTITUTE FOR NEUROBEHAVIORAL SYSTEMS THERAPY AND AP

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

Amended & Restarted
Amf.

10-22-99 DC

RECEIVED
99 OCT 22 AM 11:26
DIVISION OF CORPORATIONS

OCT-22-99 FRI 11:17 AM

FAX NO.

P. 02

Attorney Name: Randal M. Alligood, P.A.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 833-4200
Florida Bar No. 459445

Florida Dept. of State Electronic Filing

Facsimile Audit No. H99000026756 9

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
INSTITUTE FOR NEUROBEHAVIORAL SYSTEMS
THERAPY AND APPLIED RESEARCH, INC.**

FILED
99 OCT 22 PM 11:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned ^{Florida} nonprofit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation shall be: INSTITUTE FOR NEUROBEHAVIORAL SYSTEMS THERAPY AND APPLIED RESEARCH, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 123 Live Oak Avenue, Daytona Beach, Florida 32114.

ARTICLE III - Purpose

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

Florida Dept. of State Electronic Filing

Facsimile Audit No. HPA000026756 9ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801 and the name of the registered agent of the Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VI - Directors

- A. The number of directors of the Corporation shall be three (3).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Members

The Corporation shall not have members.

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

Florida Dept. of State Electronic Filing

Facsimile Audit No. H99000026756 9ARTICLE X - Dissolution

A. Upon the 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 in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

The foregoing Amended and Restated Articles of Incorporation do not contain an amendment requiring member approval, as the Corporation has no members. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on October 21, 1999.

**INSTITUTE FOR NEUROBEHAVIORAL SYSTEMS
THERAPY AND APPLIED RESEARCH, INC.**

By: 
Dr. George Lindenfeld,
Chairman of the Board of Directors

Florida Dept. of State Electronic Filing

Facsimile Audit No. H99000026756 9

Florida Dept. of State Electronic Filing

Facsimile Audit No. H990000267569

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Registered Agent of INSTITUTE FOR NEUROBEHAVIORAL SYSTEMS THERAPY AND APPLIED RESEARCH, INC.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation

By:


Janice C. Myers, Vice President