

N98000002484

FLORIDA CHILD GUIDANCE CLINIC, INC.

C/O YVES PETITHOMME

1570 SW 13<sup>TH</sup> DRIVE

BOCA RATON, FL 33486

Please find enclosed Amendments to the Articles of Incorporation of the above named organization. I have enclosed a check in the amount of \$87.50, in order to receive a certified copy of these articles. Please mail to the address above.

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-09/04/98--01085--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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TALLAHASSEE, FLORIDA

OK  
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Amend 9.4.98  
\*Cert Copy  
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**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**  
**FLORIDA CHILD GUIDANCE CLINIC, INC.**

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

AMEND ARTICLE I  
AMEND ARTICLE II  
AMEND ARTICLE III  
AMEND ARTICLE IV  
AMEND ARTICLE V  
AMEND ARTICLE VI  
ADDITIONAL ARTICLE VII  
ADDITIONAL ARTICLE VIII  
ADDITIONAL ARTICLE IX  
~~ADDITIONAL ARTICLE X~~

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**SECOND:** The date of adoption of the amendment(s) was: APRIL 29, 1998

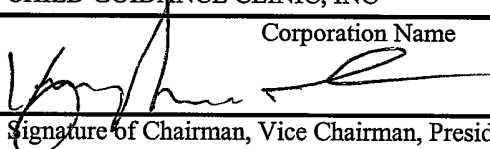
**THIRD:** Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the number of votes cast for the amendment were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

FLORIDA CHILD GUIDANCE CLINIC, INC

\_\_\_\_\_  
Corporation Name

  
\_\_\_\_\_  
Signature of Chairman, Vice Chairman, President, or other Officer

V. N. Pettit-Holmes  
\_\_\_\_\_  
Typed or Printed Name

CEO / 9/2/98  
\_\_\_\_\_  
Title & Date

ARTICLES OF INCORPORATION  
OF  
FLORIDA CHILD GUIDANCE CLINIC, INC.

A NON-PROFIT ORGANIZATION

I, the undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I**  
**CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this Corporation shall is FLORIDA CHILD GUIDANCE CLINIC, INC. The principal office and mailing address is 600 N Congress Avenue, Delray Beach, FL 33445.

**ARTICLE II**  
**PURPOSES**

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned.

- a) To operate exclusively for Health care services, Mental health treatment, substance abuse treatment, Prevention and Intervention services Psychiatric and Psychological services, Scientific, Research, Educational purpose, Charitable and the social welfare of Children, Adolescent, and adult Minorities. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 as amended. Notwithstanding any other 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 Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.
- b) To make contracts and to incur liabilities; to apply for and obtain grants from Government entities and other agencies established for that purpose; to borrow money at such rates of interest as the corporation may determine; issue notes and other obligations by mortgage and pledge of all or any of its property, franchises or income.
- C) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by this part in any state, territory, district or possession of the United states or any foreign country.

- d) To purchase, take, receive, lease, take by gift, devise or otherwise acquire, own hold, improve use or otherwise deal in and with real or personal property or any interest therein wherever situated.
- e) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest there under or therein.
- f) To borrow money for its corporate purposes, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- g) To make donations for the public welfare and minorities for Religious, charitable, scientific, educational or other similar purposes.
- j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- k) To merge and consolidate with other corporation both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.
- l) To accept and receive gifts, to conduct from time to time fund raising drives or activities in support of the general purposes and business of this organization as provided for in Article 2 ( a) of this Article of Incorporation,

### **ARTICLE III**

#### **DURATION OF CORPORATION**

This corporation is to have perpetual existence.

### **ARTICLE IV**

#### **CORPORATE AFFAIRS AND EARNINGS**

The affairs of this corporation shall be managed by the Board of Directors and CEO, subject to such rules and orders as the Board of Directors may from time to time make or direct at any regular or special meeting. The number of Directors shall not be less than 5.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The Founder of this corporation, Yves N. PetitHomme U, shall hold office as board member for the first year of the corporation's existence or until the board elected a successor.

The name and the address of the persons constituting the first board of directors are:

Michele Leconte	President	3061 Venice Way Miramar, Fl. 33025
Mark Joseph	Vice-President	55 NW 94 Street Miami, Fl. 33150
Aimsley St. Claire	Treasurer	776 Ryanwood Dr. West Palm Beach, Fl. 33413
Serge Desrameaux	Secretary	209 NE 151 Street N. Miami Beach 33162
Rev. Frank Francois	Director	809 SW 8 Ave. Delray Beach, FL 33444
Joe Deroncelier	Director	644 NE I Street Boynton Beach Fl. 33435
Yves N. PetitHomme	Founder & CEO	1570 SW 13 Dr., Boca Raton Fl 33486

**ARTICLE VI**  
**BY-LAWS**

The Bylaws of this corporation shall be made and adopted by the members at the first board meeting or any adjourned session thereof until such time any rules or Bylaws formerly adopted by the unincorporated association shall remain in full force and effect. the Bylaws may be amended, altered, or rescinded by a vote of two-thirds of the members present in a meeting, who must constitute a quorum to do business.

**ARTICLE VII**  
**AMENDMENTS**

Amendments to this charter shall be formulated by the Board of Directors and upon the approval by the majority of the legally constituted quorum of the Board of Directors, the proposed amendment shall be taken to vote so that if it shall receive two-thirds of the vote of the membership shall be effective and incorporated in the charter

**ARTICLE VIII**  
**DISSOLUTION**

The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(C)(3) of the Internal Revenue Code.

**ARTICLE ~~X~~**  
**REGISTERED AGENT**

The Registered Agent of this corporation shall be Yves PetitHomme, 1570 S. W. 13<sup>th</sup> Drive, Boca Raton, FL 33486.

**FILED**  
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TALLAHASSEE, FLORIDA