

# N99000003900

## TRANSMITTAL LETTER

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

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-06/23/99--01027--020  
\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: NAMI St. Johns Inc.  
(Please include suffix)

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

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

CA # 235 6/8/99

FROM: Katharine C. Brandon  
Name (Printed or typed)

22 Comares Avenue #9B  
Address

St. Augustine, FL 32084-3764  
City, State & Zip

(904) 824-9892  
Daytime Telephone number

(904) 824-1356 FAX

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 23 PM 3:39

FILED

I regret the bother this glitch has caused you, and thank you for your patience and courtesy.

You may reach me at Tel (904) 824-9892 - Fax (904) 824-1356 or email  
katbrandon@aol.com -- ..

Sincerely,

KCB 6/21/99

Katharine C. Brandon, Sec & Reg. Agent

ARTICLES OF INCORPORATION  
of the

**NAMI St. Johns Inc.**

A Florida "Not for Profit" Corporation

FILED  
99 JUN 23 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation,  
National Alliance for the Mentally Ill of St. Johns County,  
Florida, Inc. , under Chapter 617 of Florida Statutes,  
adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation will be known as the

**NAMI St. Johns Inc.**

The corporation is herein referred to as the "Corporation."

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of the corporation is located at  
22 Comares Avenue #9B, St. Augustine, FL 32084-3764.  
The mailing address will be the same.  
Telephone #(904) 824-9892 FAX #(904) 824-1356.

ARTICLE III  
CORPORATE PURPOSES

The specific purposes for which this corporation is organized  
are exclusively charitable, educational and scientific and  
consist of the following:

- 1) MISSION AND PURPOSE. The mission and purpose of the  
corporation is to be the driving force for the care of  
those in our community with severe mental illness.  
The mission and purpose will be accomplished by  
the following:

- 1) to promote the well-being of individuals suffering with neurobiological diseases.
- 2) to promote and establish an organization of families and friends and consumers which can lend support, advocacy, and research to neurobiological diseases.
- 3) work toward eradicating the stigma and discriminatory treatment of persons with mental illness.
- 4) be an aggressive advocate for increased brain disorder research funding essential to the discovery of a cure for mental illnesses.
- 5) to promote and educate individuals regarding services that are available to the mentally ill.
- 6) to protect the rights and to promote the welfare, comfort, and happiness of the mentally ill wherever they may be in institutions, residential living facilities or in private homes.
- 7) to improve and/or create new services and programs to advance the studies and research for the treatment of neurobiological disease.
- 8) to provide for and develop needed programs that will address the medical, employment, housing, education, recreation and any other needs that present themselves for the improvement or maintenance of an acceptable way of living.
- 9) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherances, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or corporation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- 10) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV  
SECTION .501(c)(3) LIMITATIONS

- a. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.
- b. EXCLUSIVITY: The Corporation is organized exclusively for charitable, educational and scientific purposes.
- c. NO PRIVATE INNUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
- d. LOBBY AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- e. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to

tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealings as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V  
Initial Registered Agent and Street Address

The name of the initial registered agent of the corporation is Katharine C. Brandon. The address of this initial registered agent is 22 Comares Ave. #9B, St. Augustine, Florida 32084-3764,

ARTICLE VI  
INCORPORATORS

1. The names and the street addresses of the incorporators for these articles of incorporation are:

1. Katharine C. Brandon  
22 Comares Avenue #9B  
St. Augustine, Florida 32084-3764
2. Pattie C. Hunt  
129 Marsh Island Circle  
St. Augustine, Florida 32095
3. Eugene Irish  
342 Joey Drive  
St. Augustine, FL 32084

2. Conflict of Interest: Any duality of interest or possible conflict of interest on the part of any member or Director shall be disclosed to the other Directors and made a matter of record through an annual procedure to be established by the Board of Directors, and also when the interest becomes a matter of Board action.

3. Removal of Members: A member may be removed by a majority vote of the full Board. Members may be removed for failure to pay dues, if a member otherwise fails to carry out the duties and responsibilities required of members, or for other good cause.

Removal of Directors: Any Board member may be removed by the Board of Directors whenever three (3) consecutive meetings are missed; or whenever in its judgment the best interest of the Association would be served thereby.

Any member or member of the Board shall be given notice of said removal and an opportunity to appeal. A removed member shall notify the Board of his/her desire to be heard by filing such appeal, no later than 30 days after the date of the letter informing them of their removal.

Any member or member of the Board may resign by filing a written resignation with the Secretary of the Board of Directors.

Membership shall automatically terminate at death.

4. Transfer of Membership: Membership in the Corporation is not transferable or assigned, although a member agency/organization may appoint such designee as it wishes from time to time.

5. The Distribution of Assets upon Dissolution or Final

Liquidation: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. Membership Classification: The Corporation recognizes the following membership classes: individual, associate, professional, and consumer. Notwithstanding the above delineated classifications, the Board of Directors reserves the right to create additional membership classification(s) if in its sole discretion it is in the interest of this Corporation to do so.

Term of Membership: Any person who is eligible for membership in the Corporation may become a member upon filing application with the Board of Directors indicating such person's desire to be a member. Any such applicant may become a member upon affirmative vote of a majority of the Board of Directors present at any regular or special meeting.

7. Initial Members: Membership shall not be denied to any person on the basis of race, creed, sex, religion or national origin.

Any St. Johns County resident, 18 years old or older, or any St. Johns County public/private entity whose purpose and aims are in accord with its purpose, upon payment of membership dues shall become a member of the Corporation for the year in which their dues were paid. Each member of the Board of Directors of this Corporation shall be a member of this Corporation.

Duration: The period of duration is perpetual. The qualification for members and the manner of their admission shall be regulated by the Bylaws.

#### ARTICLE VII Manner of Election of Directors

The manner in which the directors are elected or appointed shall be stated in the ByLaws.

#### ARTICLE VIII INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a part to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him (or by his heirs, executors or administrators)

in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Directors or Officers (or such heirs, executors or administrators) may be entitled apart from this Article.

#### EXECUTION

The undersigned incorporator has executed these Articles of Incorporation this 15th day of JUNE, 1999.

Signature of Incorporator:

Katharine C. Brandon

Katharine C. Brandon.  
Typed name of incorporator  
signing



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

**NAMI St. Johns Inc.**

(must include suffix)

2. The name and address of the registered agent and office is:

Katharine C. Brandon

(NAME)

22 Comares Avenue #9B

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

St. Augustine, FL 32084-3764

(CITY/STATE/ZIP)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 23 PM 3:39

**FILED**

*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.*

*Katharine C. Brandon*

(SIGNATURE)

Katharine C. Brandon

June 15, 1999

(DATE)