

P9600004508

LAZARUS CORPORATE INDUSTRIES, INC.  
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16  
(Address)

MIAMI, FLORIDA 33174 (305)552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

OFFICE USE ONLY

300001689303  
-01/16/96--01014--020  
\*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. WYNWOOD COMMUNITY MENTAL HEALTH INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
96 JUN 16 AM 10:23  
DIVISION OF CORPORATION

Examiner's Initials JP

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 16 PM 2:53

ARTICLES OF INCORPORATION  
OF

WYNWOOD COMMUNITY MENTAL HEALTH INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

WYNWOOD COMMUNITY MENTAL HEALTH INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) / Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Maria Subia Porro  
18804 N.W. 79th Way  
Miami, Fl 33015

The Principal office shall be:

18804 N.W. 79th Way  
Miami, Fl 33015

#### ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person who is to serve as an initial director is:

Maria Subia Porro  
18804 N.W. 79th Way  
Miami, Fl 33015  
  
President

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

Maria Subia Porro  
18804 N.W. 79th Way  
Miami, Fl 33015

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 12 day of January, 1996.

Maria Subia Porro

STATE OF FLORIDA }  
COUNTY OF DADE } SS.

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared \_\_\_\_\_ known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Pursuant to the provisions of sections 607.0501 or 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: WYNWOOD COMMUNITY MENTAL HEALTH INC.

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

Maria Subia Porro

(NAME)

18804 N.W. 79th Way

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33015

(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.

SIGNATURE

Maria Subia Porro

DATE

1/11/96

P96 00004508

M. Porro  
Wynwood CMH, Inc.  
3550 Biscayne Blvd.  
Suite 510  
Miami, FL 33137

ic #

200001732122  
-03/05/96--01025--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
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OTHER FILINGS	
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<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 MAR -4 PM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
CRG  
3-8

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

WYNWOOD COMMUNITY MENTAL HEALTH INC.  
(present name)

FILED  
96 MAR -4 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)

ARTICLE V: NAME OF REGISTERED AGENT NEEDS  
TO BE AMENDED FROM:  
MARIA SUBIA PORRO  
TO: MARTHA SUBIAS PORRO

ARTICLE VI: (1) NAME OF INITIAL BOARD OF DIRECTOR  
NEEDS TO BE AMENDED -  
FROM: MARIA SUBIA PORRO  
TO: MARTHA SUBIAS PORRO  
(2) NAME OF INCORPORATOR NEEDS TO  
BE AMENDED -  
FROM: MARIA SUBIA PORRO  
TO: MARTHA SUBIAS PORRO

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 1/31/96

FOURTH: Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 31<sup>st</sup> day of January, 19 96

Signature

Martha Subias Porro  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARTHA SUBIAS-PORRO

Typed or printed name

PRESIDENT / INCORPORATOR

Title



LAW OFFICES  
**ALBERTINE & GILL**  
A PROFESSIONAL ASSOCIATION

MICHAEL O. ALBERTINE  
A. WAYNE GILL

Also Admitted in New Jersey

THEODORE F. BRILL  
of Counsel

P96000004508

November 20, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee FL 32301

900002013489--7  
-11/26/96--01014--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: **WYNWOOD COMMUNITY MENTAL HEALTH INC.**  
Charter No. 96-P000004508

Dear Sir/Madam:

Please find enclosed an original Amendment to the Articles of Incorporation for the above-captioned entity. I have also enclosed a check for \$35.00 for the filing of said Amendment, along with a self addressed stamped envelope for same.

Thank you for your courtesy and cooperation in this matter.

Sincerely,

*Michael O. Albertine / cw*  
Michael O. Albertine, Esq.

Enc.

Incorp'ltr

FILED  
96 DEC 16 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 12/23  
Amend.



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 5, 1996

Michael O. Albertine, Esq.  
2200 W. Commercial Blvd.  
Suite 301  
Ft. Lauderdale, FL 33309

**SUBJECT: WYNWOOD COMMUNITY MENTAL HEALTH INC.**  
Ref. Number: P96000004508

We have received your document for WYNWOOD COMMUNITY MENTAL HEALTH 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):

Since the amendment was adopted by the director, it must be signed by a director. Please list the title of Director along with President under the signature of Joseph Lupo.

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 196A00054515

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
WYNWOOD COMMUNITY MENTAL HEALTH, INC.  
Charter No. 96-P000004508

FILED  
96 DEC 16 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Sections 607.1001 and 607.1002 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Wynwood Community Mental Health, Inc.
2. The following Amendment to the Articles of Incorporation was adopted by the Directors of the

Corporation on October 8, 1996, in the manner prescribed by the Florida Business Corporation Act:

RESOLVED that Article VI of the Articles of Incorporation of Wynwood Community Mental Health, Inc. is hereby amended to delete Martha Porro as the initial director of the Corporation.

3. The above amendment was adopted by unanimous consent of the Corporation's directors on October 8, 1996 to be effective as of that date. Shareholder approval was obtained at a Special Meeting of Shareholders held on 10/8/96.

Dated: October 28, 1996

WYNWOOD COMMUNITY MENTAL HEALTH, INC.

BY:

Joseph P. Lupo  
Dr. Joseph Lupo, President / Director

STATE OF FLORIDA  
COUNTY OF BROWARD

Palm Beach

On this day personally appeared before me, Dr. Joseph Lupo, President of Wynwood Community Mental Health, Inc., and acknowledged that he executed the above and foregoing Articles of Amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

IN WITNESS whereof, I have hereunto set my hand and official seal at the County and State aforesaid this 28 day of October, 1996.

Elaine Dolores Wagner  
Notary Public



ELAINE DOLORES WAGNER  
My Commission CC285254  
Expires May 15, 1997  
Bonded by AND  
800-852-5878

**P9600000 4508**

**GARDNER, CARTON & DOUGLAS**

1301 K STREET, N.W.

SUITE 800, EAST TOWER

WASHINGTON, D.C. 20005

CHICAGO, ILLINOIS

WHITTEN'S DIRECT DIAL NUMBER

TRACY WEIR  
(202) 408-7178

(202) 408-7100

FAX: (202) 209-1804

INTERNET: gcdlawdc@gcd.com

July 14, 1997

Via Federal Express

Florida Secretary of State  
Corporations Division  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
97 JUL 15 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: **REQUEST FOR FILING**  
**Restated and Amended Articles of Incorporation of Wynwood Community**  
**Mental Health, Inc.**

Dear Sir or Madam:

Please file the enclosed original Restated and Amended Articles of Incorporation of Wynwood Community Mental Health, Inc. with the Corporations Division of the Florida Secretary of State. Kindly return a date-stamped and certified copy of the as-filed Restated and Amended Articles of Incorporation to my attention at the address listed above. I have enclosed a check in the amount of eighty-seven dollars and fifty cents (\$87.50), which covers the fee of filing the enclosed document and the cost of certifying the same.

Should you have any questions regarding this request, please feel free to contact me at (202) 408-7178. Thank you for your attention to this matter.

Sincerely yours,

*Tracy E. Weir*  
Tracy E. Weir  
Paralegal

600002238146--5  
-07/15/97--01040--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosure: **Restated and Amended Articles of Incorporation of Wynwood Community Mental Health, Inc. (1 original and 1 copy)**

cc: William Porro (w/enc.)  
Lisa Sotir, Esq. (w/enc.)  
Christopher L. White, Esq. (w/enc.)

*Amended & Restated*  
*LJS*

*7-18-97*

**RESTATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**

**WYNWOOD COMMUNITY MENTAL HEALTH INC.**

FILED

97 JUL 15 AM 11:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned officer of the Corporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation in their entirety pursuant to the Florida Business Corporation Act, executes these Restated and Amended Articles of Incorporation and certifies as follows:

**ARTICLE 1. Corporate Name.** The name of the Corporation is Wynwood Community Mental Health Inc.

**ARTICLE 2 Registered Office.** The address of the Corporation's registered office in the State of Florida is 18804 N.W. 79th Way, Miami, Florida 33015. The name of its registered agent at such address is Martha Subias Porro.

**ARTICLE 3. Duration.** The duration of the Corporation is perpetual.

**ARTICLE 4. Purposes.** The purposes of the Corporation are:

(a) To establish, operate and maintain a Medicare-certified community mental health center and to provide mental health services to the residents of the State of Florida; and

(b) To engage in any and all lawful business purposes or enterprises for which business corporations may be organized under the Florida Business Corporation Act, and which the Board of Directors of the Corporation may deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Directors to be necessary and desirable in connection with any of the Corporation's businesses.

**ARTICLE 5. Capitalization.** The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) share(s) of common stock with a \$1.00 par value per share. The Board of Directors shall determine the consideration to be received for each share in the Corporation and shall authorized each issuance of shares. The rights, qualifications and powers of the Shareholders shall be as set forth in the Bylaws of the Corporation.

**ARTICLE 6. No Preemptive Rights.** No Shareholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

**ARTICLE 7. Directors.** There shall be no less than three (3) directors of the Corporation (the "Board of Directors"). At all times, the actual number of directors shall be as described in the Bylaws.

ARTICLE 8. Indemnification of Officers and Directors. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify past and present officers and directors from and against any and all of the expenses, liabilities, or other matters referred to in, or exclusive of, any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in official capacity, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 9. Amendment of the Bylaws by Board of Directors. In furtherance, and not in limitation of, the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation as provided therein.

ARTICLE 10. Shareholder Approval of the Amendment and Restatement. The amendment and restatement of the Articles of Incorporation of the Corporation has been approved by the sole shareholder of the Corporation, who is also the undersigned officer.

I, THE UNDERSIGNED OFFICER OF THE CORPORATION, for the purpose of amending and restating the articles of incorporation of the Corporation under the laws of the State of Florida, hereby declare and certify that this is the Corporation's act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10<sup>th</sup> day of July, 1997.

  
Martha Subias Porro, President