

ARTICLES OF INCORPORATION
OF
FLORIDA SUICIDE PREVENTION COALITION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

02 SEP 30 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of FLORIDA SUICIDE PREVENTION COALITION, INC., a Florida corporation not for profit, acting pursuant to Florida Statutes § 617.0202, hereby adopts the following Articles of Incorporation for FLORIDA SUICIDE PREVENTION COALITION, INC., a Florida corporation not for profit.

ARTICLE I.

NAME

The name of this Corporation shall be:

FLORIDA SUICIDE PREVENTION COALITION, INC.

ARTICLE II.

PURPOSES AND POWERS

Section 1. Purposes. The purposes for which this Corporation are organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law. Specifically, the main purposes of this Corporation are to promote suicide prevention by providing (i) an association for those organizations, entities and individuals in the State of Florida that have an interest in suicide prevention, (ii) a means of networking regarding suicide prevention on a regional, national and international basis and (iii) educational workshops, demonstrations, courses and meetings on all aspects of suicide prevention for the members of the Corporation, governmental officials, other charities, schools and the general public.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of FLORIDA SUICIDE PREVENTION COALITION, INC., a Florida corporation, filed on September 30, 2002, as shown by the records of this office.

The document number of this corporation is N02000007556.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of October, 2002



CR2EO22 (7-02)

Jim Smith
Jim Smith
Secretary of State



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 3, 2002

JEFFREY BUTT
201 N. FRANKLIN ST.
SUITE 2100
TAMPA, FL 33602

The Articles of Incorporation for FLORIDA SUICIDE PREVENTION COALITION, INC. were filed on September 30, 2002 and assigned document number N02000007556. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Loria Poole, Corporate Specialist
New Filings Section

Letter Number: 602A00055651

Section 2. Powers. The Corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes. It shall possess all of the powers enumerated in Chapter 617 Florida Statutes, as well as subsequent amendments or restatements thereto and the above statement of corporate purpose shall in no way be restrictive or limiting in any way to the powers of the Corporation, or their exercise and enjoyment. Specifically, without limitation, the Corporation may (a) buy, acquire, receive by gift, loan, lease or exchange, and hold real and personal property, including money, bonds, securities, and intangible personal property; (b) repair, improve, sell, convey, mortgage, pledge, lease, exchange, dispose of, and otherwise deal with all or any part of its property and assets; (c) borrow money and incur debts, and in connection therewith, execute, issue and deliver promissory notes, bonds, debentures, and other evidences of indebtedness, and secure the same with mortgages or pledges of the property of the Corporation; (d) make contracts of any kind; (e) enter into leases and rental agreements; (f) solicit and receive funds, gifts, endowments, donations, devises and bequests, and (g) exercise all powers necessary or convenient to effect any or all of the purposes of the Corporation. The powers enumerated herein are not in limitation of any powers conferred upon the Corporation by law. Notwithstanding anything contained herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III.

MEMBERS

The Members of the Corporation shall consist of organizations, entities and individuals in the State of Florida that have a sincere interest in suicide prevention. Eligibility, classification, obligations, duties and liabilities of members and the manner of admission of members shall be

determined and fixed by the Corporation's By-Laws. The members of this Corporation shall have no right to vote except as specifically provided in these Articles or in the By-Laws.

ARTICLE IV.

NONDISCRIMINATION

This Corporation does not discriminate against any member, client, volunteer or employee on the basis of race, color, age, sex, handicap, religion, national or ethnic origin, ancestry, sexual orientation or lifestyle.

ARTICLE V.

TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

The Corporation shall be managed, its properties controlled and its officers governed under the direction of its Board of Directors.

The number of directors of the Corporation shall be the number from time to time fixed in accordance with the terms and conditions of the By-Laws, but at no time shall said number of directors be less than three.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial directors are:

Name

Address

Terry Smith

26 Cole Place
Palm Coast, FL 32137

Dennis Ross

Laura Meyer

Donna Cacciatore

Hillsborough County Crisis Center, Inc.
One Crisis Center Plaza
Tampa, FL 33613
1980 S. Spring Garden Ave.
Deland, FL 32720
Hillsborough County Crisis Center, Inc.
One Crisis Center Plaza
Tampa, FL 33613

ARTICLE VIII.

OFFICERS

The officers of the Corporation shall consist of a president, a secretary, a treasurer and such other officers, including any number of vice-presidents, as the Board of Directors may elect. The officers of the Corporation shall be elected by the Board of Directors of the Corporation annually as provided in the By-Laws. Two or more offices may be held by the same person.

ARTICLE IX.

INITIAL OFFICERS

| <u>Name</u> | <u>Title</u> |
|------------------|-----------------|
| Terry Smith | President/Chair |
| Dennis Ross | Vice Chair |
| Laura Meyer | Secretary |
| Donna Cacciatore | Treasurer |

ARTICLE X.

AMENDMENT OF BY-LAWS

Except as otherwise required by law, the By-Laws of the Corporation may be amended, altered or rescinded, or new by-laws may be adopted at any regular meeting of the Board of

Directors, or at a special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such regular or special meeting. To be adopted, such amendment must receive an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. An amendment to the By-Laws that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements prescribed in the provision being amended.

ARTICLE XI.

AMENDMENT OR ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law and all rights conferred on members are subject to this reservation. Amendments to these Articles of Incorporation may be effected at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such regular or special meeting. To be adopted, such amendment must receive an affirmative vote of two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. An amendment to the Articles that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements prescribed in the provision being amended.

ARTICLE XII.

NON-PROFIT CHARACTER

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 hereinabove set forth. Notwithstanding any other provision of these Articles, 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 any candidate for public office, except as authorized under the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law). 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 of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII.

DISSOLUTION

Under the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the

Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary and educational purposes as shall at the time qualify as an exempt organization or organizations under 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) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having jurisdiction in the premises, exclusively for charitable, scientific, literary and educational purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes similar to the purposes of the Corporation enumerated herein.

ARTICLE XIV.
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

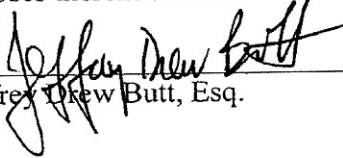
The street and mailing address of the initial principal office of the Corporation is c/o The Hillsborough County Crisis Center, Inc., One Crisis Center Plaza, Tampa, FL 33613. The street and mailing address of the present registered office is c/o Squire, Sanders & Dempsey, LLP, 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602. The name of the Corporation's registered agent at the registered office is Jeffrey Drew Butt, Esquire.

ARTICLE XV.
NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the Incorporator is:

Jeffrey Drew Butt, Esq.
Squire, Sanders & Dempsey L.L.P.
201 N. Franklin Street, Suite 2100
Tampa, Florida 33602

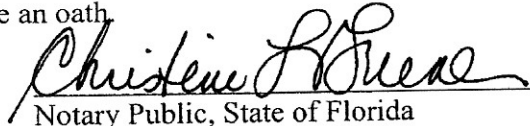
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for Florida Suicide Prevention Coalition, Inc., a Florida corporation not for profit this ____ day of September, 2002, for the uses and purposes therein stated.



Jeffrey Drew Butt, Esq.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of September, 2002, by Jeffrey Drew Butt, who is personally known to me ~~or who has produced~~ _____ as identification and who did take an oath.



Notary Public, State of Florida

Name: Christine L. Greene

My Commission Expires:



Christine L. Greene
Commission # GC 866428
Expires Oct. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

[SEAL]

CERTIFICATE OF DESIGNATION
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:

FLORIDA SUICIDE PREVENTION COALITION, INC.

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

Andrew Service Corporation of Florida, Inc.
201 N. Franklin Street, Suite 2100
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION AS REGISTERED AGENT.

ANDREW SERVICE CORPORATION OF
FLORIDA, INC.

By: 

Name: Joseph D. Edwards

As Its: Vice President

Date: Sept. 24, 2002

02 SEP 30 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA