

**RESTATED ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION FOR BEHAVIORAL HEALTHCARE EDUCATION AND
RESEARCH FOUNDATION**

**Department of Consumer and Regulatory Affairs
Washington, D.C.**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as the governor or authorized person of the corporation, submit the following Restated Articles of Incorporation pursuant to the District of Columbia Nonprofit Corporation Act of 2010:

FIRST: The name of the Corporation is National Association for Behavioral Healthcare Education and Research Foundation.

SECOND: The period of duration is perpetual.

THIRD: The Corporation is a membership organization with one (1) class of members. It shall issue no capital stock.

A. The sole members of the Corporation are those persons duly elected or appointed as members of the Board of Trustees of the National Association for Behavioral Healthcare (“NABH”).

B. The members of the Corporation are those persons of the Board of Trustees of NABH as of the date of submission of this Restated Articles of Incorporation. Thereafter, persons shall become members of the Corporation immediately upon their election or appointment to the Board of Trustees of NABH, and without further action on behalf of the Corporation.

C. Each member shall serve as long as that person is a duly elected or appointed, qualified and acting member of the Board of Trustees of NABH.

D. Each member shall have one (1) vote with respect to all matters subject to a vote by the Corporation’s members.

FOURTH: The purposes for which the Corporation is organized are as follows:

A. To operate exclusively for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 as amended or to corresponding sections of subsequent internal revenue laws;

B. To promote research, education and advancement in the area of behavioral healthcare; and

C. To undertake all other and further activities consistent with implementing the above-mentioned purposes.

FIFTH: The Corporation may exercise all power or authority granted to it under the District of Columbia Nonprofit Corporation Act or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

SIXTH: The affairs of the Corporation shall be managed by a Board of Directors, hereinafter referred to as “the Board.”

A. The Board shall consist of five (5) directors who may, but need not, be members of the Corporation. Board members shall be elected at each annual meeting of the Corporation by a majority of the members of the Corporation present and voting at such annual meeting and shall serve terms of two (2) years, beginning January 1 of each even-numbered year, unless otherwise removed as prescribed in the Corporation’s Bylaws. Members of the Board may serve renewable terms and are not subject to term-limits.

B. Provisions for (1) the removal of Board members and appointment of a director to serve in the place of any Board member so removed, (2) the powers and duties of Board members, and (3) meetings of the Board shall be prescribed by the Corporation’s Bylaws.

SEVENTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntarily or involuntarily or by operation of law, as any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for Federal income tax purposes; nor shall it engage, directly or indirectly, in any activity which might cause the loss of such qualification.

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Code.

C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

E. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the District of Columbia or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Code.

F. No compensation, loan or other payment shall be paid or be made to any officer, Board of Directors member, committee member, incorporator of the Corporation or substantial contributor to the Corporation, unless such payment is permissible under Paragraph H of this Article SEVENTH of these Articles of Incorporation and except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation; and no part of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among any such persons, or inure, be used for, accrue to or benefit any such persons or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code).

G. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its Federal income tax exemption.

H. Notwithstanding any other provisions of these Articles of Incorporation, if, at any time or times, the Corporation shall be a 'private foundation' as defined in Section 509 of the Code, then, during such time or times, the Corporation (1) shall distribute its income for each taxable year at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code; (2) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (3) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code; (4) shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code; and (5) shall not make any taxable expenditure, as defined in Section 4945(d) of the Code.

EIGHTH: Upon the termination, dissolution or winding up to the Corporation, in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed for purposes described in Section 501(c)(3) of the Code.

NINTH: The private property of the officers, Board of Directors members or members of the Corporation shall not be subject to payment of Corporation debts to any extent whatsoever.

TENTH: The address of the Corporation shall be 900 17th Street, NW Suite 420, Washington, D.C., 20006, and the registered agent shall be Shawn Coughlin.

Name

Date