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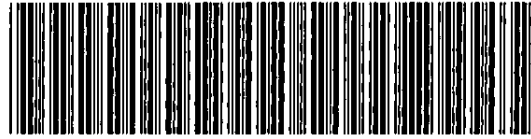
(Business Entity Name)

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F.H. 530
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 OCT -2 PM 3:08

Ps 10/3/12

COVER LETTER

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

SUBJECT: Mental Health Counselors of Central Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David R. Walsh
Name (Printed or typed)

338 North Park Avenue. Suite #11
Address

Winter Park, Florida 32789
City, State & Zip

407-999-2220
Daytime Telephone number

dwalshcounseling@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F. S., (Not-for-Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I: NAME: The name of the corporation shall be:
Mental Health Counselors of Central Florida, Inc.

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ARTICLE II: PRINCIPLE OFFICE: The principal place of business and mailing address of the corporation shall be: 338 North Park Avenue Suite #11
Winter Park, Florida 32789

Mailing address: 338 North Park Avenue Suite #11
Winter Park, Florida 32789

ARTICLE III: PURPOSE:

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a non-stock, non-profit Corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under Chapter 617, Florida statutes (not for profit).

Said corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the internal revenue code, or the corresponding section of any future federal tax code.

Said corporation is organized to:

Contribute to the establishment and maintenance of training standards for mental health counselors;

Exchange professional information through newsletters, journals, educational and/or professional materials;

Foster professional identity and development as well as supplying the public with information concerning the competencies and professional services of mental health counselors;

Develop and maintain positive relations with other mental health practitioners;

Provide professional development programs for mental health counselors to update and enhance clinical competencies, to utilize the public forum for mental health counselors to advocate for the social, economic, and emotional welfare of clients;

Provide the best mental health services possible in the area.

ARTICLE IV: MANNER OF ELECTION: The manner in which the Directors are elected or appointed:

The activities and affairs of the Corporation shall be managed by the Board of Directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws, but in no case shall the number be less than one. The directors need not be members

of the Corporation unless so required by the bylaw or statute. The board of directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The bylaws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution(s) passed by a majority of the whole board, designate one or more committees which, to the extent provided in said resolution(s), or in the bylaws of the Corporation, shall have and exercise all of the powers of the Board of Directors and management of the activities and affairs of the Corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee (s) shall have such name(s) as may be stated in the bylaws of the Corporation or may be determined from time to time by resolution adopted by the board of directors. The directors of the Corporation may, if the bylaws also provide, be classified as to a term of office. The Corporation may elect such officers as the bylaws may specify, subject to the provisions of the statute, who may have titles and exercise such duties as the bylaws may provide. The Board of Directors is expressly authorized to alter, or repeal the bylaws of this Corporation. The Corporation may by its bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers authorized expressly by the statute.

ARTICLE V: INITIAL DIRECTORS/OFFICERS: the name (s), address (es), and title (s)

Molly Losey – President
1301 Grove Terrace
Winter Park, Florida 32789

David Regis Walsh – Co-Treasurer
3110 Bay Lake Road
Orlando, Florida 32808

Sharri A. Harmel – Vice President
788 N. Interlachen Avenue
Winter Park, FL 32789

Charles S. Namey – Co-Treasurer
1060 McKean Circle
Winter Park, Florida 32789

Linda Freeman
1448 Newbridge Lane
Orlando, Fl 32825

Laura Elizabeth Bowman – Secretary
332 N. Phelps Ave.
Winter Park FL 32789

Diane Elizabeth Hathaway
641 Maple Oak Cir #125
Altamonte Springs, FL 32701

Debbie Stockton
165 W. Fawsett Rd.
Winter Park, FL 32789

Gregory S. Meek
13920 Morning Frost Drive
Orlando, FL 32828

John C. Jordan -Immediate Past President
1306 Ceylon Drive
Orlando, FL 32806

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS: the name and Florida street address of the registered agent is:

Molly Losey
338 North Park Avenue, Suite #11
Winter Park, Florida 32789

ARTICLE VII: INCORPORATOR: the name and address of incorporator is:

Charles S. Namey
1060 McKean Circle
Winter Park, Florida 32789

ARTICLE VIII: MEETINGS: meetings of the members may be held at such places and times as designated by the bylaws. The books of the Corporation may be at such places as may be from time to time designated by the Board of Directors

ARTICLE IX: NON-BENEFIT TO MEMBERS: no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions for the furtherance of the purposes set forth in article III hereof. 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, or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3), or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.


ARTICLE X: DISSOLUTION: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such asset not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is an located, exclusively for such purposes or to such organization(s), and said the court shall determine, which are organized and operated exclusively for such purposes.

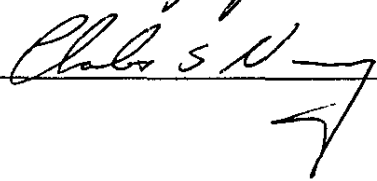
ARTICLE XI: AMENDMENTS: The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members here in our granted subject to their reservation.

ARTICLE XII: LIABILITY: Directors of the Corporation shall not be liable to either the Corporation or its members for monetary damages for breach of fiduciary duties unless the breach involves: (1) a directors duty of loyalty to the Corporation or its members; (2) acts, or

omissions, not in good faith, or which involved intentional misconduct, or of a knowing violation of law; (3) a transaction from which the director derived and improper personal benefits.

Having been named as registered agent to accept service of process for the above stated Corporation at a place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity,

Signature Registered Agent  Date Oct 1, 2012

Signature Incorporator  Date Oct 1, 2012

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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