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**POOLE & CLEMENTS, P.A.**  
Attorneys at Law

**FILED**

96 DEC 18 PM 12: 14

*WILLIAM (FRED) POOLE, IV*  
CORPORATE AND BUSINESS LAW

*ROBERT G. CLEMENTS*

SECRETARY OF STATE  
644 West Colonial Drive, FLORIDA  
Orlando, Florida 32804  
Telephone (407) 422-6662  
Facsimile (407) 422-4128

December 16, 1996

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32399

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-12/18/96--01073--015  
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RE: **JENNIFER J. FERRELL-HANINGTON, PSY.D., P.A.**  
Our file: # 96-216

Dear Sir or Madam:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- **JENNIFER J. FERRELL-HANINGTON, PSY.D., P.A.**

Also enclosed please find our check in the amount of \$122.50. This check includes payment for the following:

Filing Fee	\$35.00
Registered Agent's Designation	52.50
Certified Copy of Articles	35.00
<b>TOTAL</b>	<b>\$ 122.50</b>

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned. We are not requesting a certified copy of the Registered Agent's Certificate.

Your cooperation in this matter is appreciated.

Sincerely,

*Margaret Edmonston*  
Margaret Edmonston, Assistant to  
William F. Poole, IV  
POOLE & CLEMENTS, P.A.

*PK*  
*12/19/96*

/me  
Enc.

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ARTICLES OF INCORPORATION  
FOR PROFESSIONAL SERVICE ASSOCIATION, DEC 18 PM 12:14

The undersigned natural person, competent and licensed to practice Psychological Services in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be **JENNIFER J. FERRELL-HANINGTON, PSY.D., P.A.**

ARTICLE II  
PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of **Psychological Services** and all its fields of specializations, as are engaged in by **JENNIFER J. FERRELL-HANINGTON, PSY.D., P.A.**
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be **Doctors of Psychology** in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be **Five Hundred, (500)** shares of common stock at **One** and

No/100 Dollars (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to **Doctors of Psychology** in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**ARTICLE IV**  
**DURATION**

The corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT**

The address of this corporation's initial registered office is **1529 Grassy Ridge Lane, Apopka, FL 32712** and the name of its initial registered agent at said address is **Jennifer J. Ferrell-Hanington, Psy.D.**

**ARTICLE VI**  
**INCORPORATION**

The name and address of the Incorporator is as follows:  
**Jennifer J. Ferrell-Hanington, Psy.D., 1529 Grassy Ridge Lane, Apopka, FL 32712.**

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation are:

**Jennifer J. Ferrell-Hanington, Psy.D.      1529 Grassy Ridge Lane, Apopka, FL 32712**

**ARTICLE VIII**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX  
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X  
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI  
INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, including appeals, or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, or of any other corporation which he served as such at the request of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled, but said right of indemnification shall not extend to any action, suit or proceeding by the Corporation or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on any person for an act alleged to have been committed by such person in his capacity as Director or an Officer of the Corporation or in any other corporation in which he/she served as such at the request of the Corporation.

**ARTICLE XII**  
**BYLAW AMENDMENT**

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment, or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

**ARTICLE XIII**  
**ELECTION UNDER PROFESSIONAL SERVICE CORPORATION ACT**

The Corporation elects to be governed under the provisions of the Florida Professional Service Corporation and this Corporation shall become effective as of the date of the filing of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 16 day of December, 1996.

*Jennifer J. Ferrell-Hanington, Psy.D.*  
**Jennifer J. Ferrell-Hanington, Psy.D.**  
**INCORPORATOR**

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Jennifer J. Ferrell-Hanington, Psy.D., to me well known to be the person described in and/or that I relied upon the following form of identification of the above-named person: Florida Driver's License\*\* and who executed the foregoing instrument, and she acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of December, A.D., 1996. Fla D.L. # F645-430-67565-0

NOTARY SEAL

*Diane G. McMurray*  
**NOTARY SIGNATURE**  
*Diane G. McMurray*



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA  
DEPARTMENT OF STATE

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CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

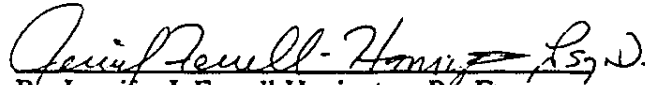
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In compliance with Section 48.091  
and 607.0501 of the Florida  
Statutes, the following is submitted:

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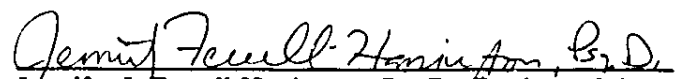
1. JENNIFER J. FERRELL-HANINGTON, PSY.D, P.A., is a corporation organized under the laws of the State of Florida, with its principal place of business at 1529 Grassy Ridge Lane, Apopka, Florida 32712 has named Jennifer J. Ferrell-Hanington, Psy.D., located at 1529 Grassy Ridge Lane, Apopka, Florida 32712, as its Registered Agent to accept service of process within the State of Florida.

Dated:

  
By: Jennifer J. Ferrell-Hanington, Psy.D.  
Incorporator

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of Registered Agent

Dated:

  
Jennifer J. Ferrell-Hanington, Psy.D., Registered Agent