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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Mind Health, P.L.**

Certificate of Status	1
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W08-43031

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O'HAIRE, QUINN, CANDLER

002/007

9/17/2008 8:27 PAGE 001/001 Florida Dept of State



September 17, 2008

FLORIDA DEPARTMENT OF STATE

O'HAIRE, QUINN, CANDLER, & CASALINE CHARTERED  
Division of Corporations

SUBJECT: MIND HEALTH, P.L.  
REF: W08000043031

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Joey Bryan  
Regulatory Specialist II

FAX Aud. #: H08000216301  
Letter Number: 208A00050447

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**ARTICLES OF ORGANIZATION**  
**OF**  
**MIND HEALTH, P.L.**

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Pursuant to the Florida Limited Liability Company Act and the Florida Professional Service Corporation and Limited Liability Company Act the undersigned, acting as organizers of a professional limited liability company, is a duly licensed clinical psychologist under the laws of the state of Florida, hereby adopt the following Articles of Organization for such Company.

**Article I**  
**Name**

The name of the limited liability company is Mind Health, P.L.

**Article II**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III**  
**Units of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units Mind Health, P.L. is authorized to have outstanding is 1,000 units, all of which shall be identical units. None of the units of the Company may be issued to anyone who is not a duly licensed clinical psychologist under the laws of the state of Florida.

**Section B. Restrictions on Disposition of Units.** No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

This instrument prepared by:  
Richard B. Candler  
FL Bar No. 0510040  
3111 Cardinal Drive  
Vero Beach, FL 32963

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**Article IV**  
**Registered Agent and Office**

The address of the initial Registered Office of the Company is 600 Riomar Drive, #8, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is B. Lynn Morrison Williams.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 903 East Causeway Blvd., Vero Beach, Florida 32963.

**Article VI**  
**Agent for Service of Process**

B. Lynn Morrison Williams, 600 Riomar Drive, #8, Vero Beach, Florida 32963, is designated as the agent of the Company upon whom process in any action or proceeding against it may be served.

**Article VII**  
**Organizers**

The name of the organizer, who is a duly licensed clinical psychologist under the laws of the state of Florida, is:

B. Lynn Morrison Williams  
600 Riomar Drive, #8  
Vero Beach, Florida 32963

**Article VIII**  
**Purpose and Power**

The Company shall be formed to engage in and to do any lawful act concerning the practice of clinical and health psychology and related mental and health care services. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act. The Company is not formed to engage in any act requiring the consent of any state agency without such consent first being obtained.

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**Article IX**  
**Voting Trusts**

No Member of the Company shall enter into a voting trust agreement or any other type agreement vesting in another person the authority to exercise the voting power of any or all such Member's units.

**Article X**  
**Repurchase Of Membership Units**

If any Member shall die or no longer be a duly licensed clinical psychologist under the laws of the state of Florida, such Member's units shall immediately be purchased by the Company.

**Article XI**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Member-Manager	B. Lynn Morrison Williams 600 Riomar Drive, #8 Vero Beach, Florida 32963

**Article XII**  
**Indemnification**

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such

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Member and/or Member-Manager derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Member or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XIII**  
**Copies**

Copies of the Operating Agreement of Mind Health, P.L. may be obtained from B. Lynn Morrison Williams via a written request mailed to 600 Riomar Drive, #8, Vero Beach, Florida 32963.

**Article XIV**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

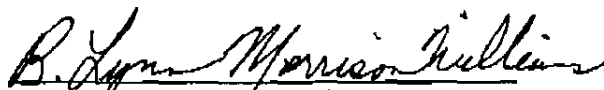
**Article XV**  
**Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signatures of Members or authorized representatives of Members.

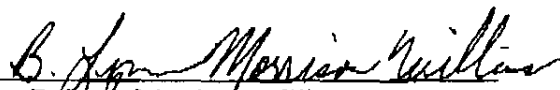
Dated September 22, 2008.

  
B. Lynn Morrison Williams  
Organizer

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Having been appointed the registered agent of Mind Health, P.L., I hereby accept the duties and responsibilities of this position.

  
B. Lynn Morrison Williams  
Registered Agent

State of Florida

)  
) ss.  
)

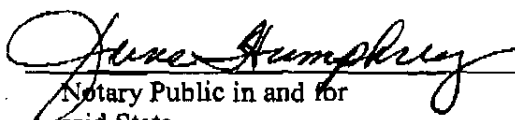
County of Indian River

The foregoing instrument was acknowledged before me this September 22, 2008 by  
B. Lynn Morrison Williams, who is personally known to me or who has produced  
as identification.

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June Humphrey  
Commission # DD618804  
Expires December 20, 2010  
Bonded True Notary Public, Inc. 888-888-7919

  
Notary Public in and for  
said State  
Serial number: DD618804