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V. SHIKER  
SEP 11 2020

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
COUNSELING AND WELLNESS CENTER, PLLC**

These Articles of Amendment to Articles of Organization of Animal Care of Ponte Vedra, P.L., a Florida professional service limited liability company (the "*Company*"), is submitted in accordance with Section 605.0202, Florida Statutes, as follows:

**FIRST:** The Articles of Organization for the Company were filed on August 13, 2020 and assigned Florida Document number L20000235425.

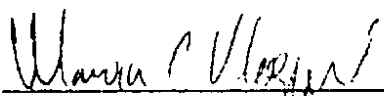
**SECOND:** The Amended and Restated Articles of Organization ("*Amended and Restated Articles*") of the Company are set forth in **EXHIBIT A**, attached hereto.

**THIRD:** The purpose of the Amended and Restated Articles is to provide that the specific purpose of the Company is to be a professional service limited liability company and that the Company shall be subject to the Florida Revised Limited Liability Company Act and the Florida Professional Service Corporation and Limited Liability Company Act.

**FOURTH:** The Registered Agent and Registered Agent's Office will remain the same as listed in the Articles of Organization and will not change due to filing of these Amended and Restated Articles.

**FIFTH:** These Amended and Restated Articles shall be effective upon the filing date with the Florida Department of State.

Signed this 31<sup>st</sup> day of August, 2020.

  
Marvin C. Kloepfel, as Authorized  
Representative

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**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION**  
*of*  
**COUNSELING AND WELLNESS CENTER, PLLC**

The Authorized Representative on behalf of the member, hereby makes, subscribes, acknowledges and files these Amended and Restated Articles of Organization to form a professional service limited liability company in accordance with the Professional Service Corporation and Limited Liability Act and other laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be Counseling and Wellness Center, PLLC (the "*Company*"). The mailing and street address of the principal office of the Company shall be 9838 Old Baymeadows Road #126, Jacksonville, Florida 32256.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business to be transacted by this Company, or the objects or purposes of the Company, shall be as follows:

(a) to engage in every aspect in the practice of psychology and all its fields of specializations as are usually engaged in by practicing psychologists;

(b) to engage and render the professional services involved only through its officers, agents and employees who shall be psychologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Company;

(c) to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services; and

(d) to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Amended and Restated Articles of Organization or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Company.

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The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

#### **ARTICLE IV**

##### **ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company. Each member must be duly licensed or otherwise legally authorized to practice psychology in the State of Florida. No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

#### **ARTICLE V**

##### **TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

#### **ARTICLE VI**

##### **MANAGER**

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the manager shall be Jennifer Weldon, 9838 Old Baymeadows Road #126, Jacksonville, Florida 32256.

#### **ARTICLE VII**

##### **DURATION AND COMMENCEMENT**

The Company shall exist perpetually.

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