



**THE UNITED STATES
CORPORATION
COMPANY**

L98000000563

ACCOUNT NO. : 072100000032
REFERENCE : 775818 11123A
AUTHORIZATION :
COST LIMIT : \$ PPD

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 AM 11:13

ORDER DATE : April 9, 1998

ORDER TIME : 12:21 PM

ORDER NO. : 775818-005

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-04/09/98--01062--012
****337.50 ****337.50

CUSTOMER NO: 11123A

CUSTOMER: Ms. Merideth Watson-trawick
JOEL H. FELDMAN, P.A.

Sanctuary Centre, Suite D-207
4800 North Federal Highway
Boca Raton, FL 33431-5178

(9)

DOMESTIC FILING

NAME: AMERICAN HEALTH GROUP L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

mk 4/9/98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/9/98	CERTIFIED COPY
Availability	dec	PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	CONTACT PERSON: Andrew Cumper	
Updater	DCC	EXAMINER'S INITIALS:
Updater		
Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

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TALLAHASSEE, FLORIDA

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98 APR -9 PM 1:06
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6980000008014



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

ANDREW CUMPER
CSC NETWORKS
TALLAHASSEE, FL 32301

SUBJECT: AMERICAN HEALTH GROUP, L.C.
Ref. Number: W98000008014

We have received your document for AMERICAN HEALTH GROUP, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

It is possible that the parties involved with this filing actually intend to form an ordinary Florida Limited Liability Company. If that is so, they can do that.

But it seems to us from the purpose clause and from the list of members, that perhaps what these people actually want to do is to form a PROFESSIONAL LIMITED LIABILITY COMPANY.

Please see the PROFESSIONAL LIMITED LIABILITY COMPANY statutes, which we have attached.

If they do want to form a PROFESSIONAL LIMITED LIABILITY COMPANY, please note that they must use one of the following suffixes: PL, P.L., P.L.C., or PROFESSIONAL LIMITED COMPANY.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00019676

RESUBMIT

Please give original
document back by the date.

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ARTICLES OF ORGANIZATION OF
AMERICAN HEALTH GROUP, P. L.

The undersigned certify that we have associated ourselves together for the purpose of becoming a professional limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. We declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

ARTICLE ONE

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the professional limited liability company shall be AMERICAN HEALTH GROUP, P.L., with its principal office at 6100 West Glades Road, Suite 205, Boca Raton, Palm Beach County, Florida 33434, but it shall have authority to establish such other offices at any other location(s) as its members may designate. The principal office address is also the company's mailing address.

ARTICLE TWO

POWERS AND PURPOSES

The professional limited liability company is authorized to conduct and transact any and all business lawful in the State of Florida for professional limited liability companies, including, but not limited to the professional practice of psychiatric and psychological counseling and the providing of such lawful services as the members deem appropriate to further such professional practice. Nothing contained herein shall be deemed or construed to authorize or permit the professional limited liability company to exercise any power or perform any act which a professional limited liability company may not exercise or perform under Florida law.

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The members may delegate to any or all of its members, in the Regulations of the professional limited liability company, such management authority as the members may determine to be in the best interest of the professional limited liability company, subject to the provisions of Florida law, as amended from time to time.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by a vote of 85% of the members. Contributions of new members shall be determined as of the time of admission to the professional limited liability company.

A member's interest in the professional limited liability company may not be sold or otherwise transferred except with the written consent of 85% of the members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the professional limited liability company, the remaining members shall have the right to continue the business on the consent of 85% of the remaining members.

ARTICLE SIX

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$250.00 shall be paid to the professional limited liability company by each member named herein. Additional capital contributions will be made as required for investment purposes, as determined by 85% of the members. All members shall make equal contributions to the company.

ARTICLE SEVEN

PROFITS AND LOSSES

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the professional limited liability company which remain after the payment of the expenses of conducting the business of the professional limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive

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ARTICLE THREE

EXERCISE OF POWERS

All professional limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of the company. This Article may be amended from time to time in the regulations of the professional limited liability company by a vote of 85% of the members of the company.

ARTICLE FOUR

MANAGEMENT

Management of this professional limited liability company is reserved to its members, whose names and addresses are:

Christopher J. Fichera, Ph.D.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434
Sharon M. Theroux, Ph.D.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434
Gregory Marsella, M.D.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434
Anthony Yacona, M.D.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434
Ken Tucker, L.M.H.C.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434
Hank Himmelbaum, L.C.S.W.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434
Richard Faulk, M.D.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434
Charles Norris, M.D.	6100 West Glades Road, Suite 205 Boca Raton, Florida 33434.

share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the professional limited liability company, the month and day of the commencement date being April 15, 1998.

B. *Losses.* All losses that occur in the operation of the professional limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE EIGHT

DURATION

This professional limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND INITIAL REGISTER AGENT

The address of the initial registered office of the professional limited liability company is 6100 West Glades Road, Suite 205, Boca Raton, Palm Beach County, Florida 33434. The name of the initial registered agent at that address is Christopher J. Fichera, Ph.D.

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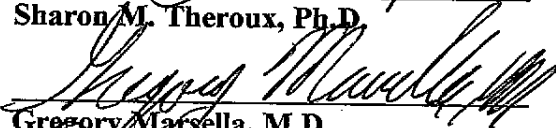
THE UNDERSIGNED, BEING THE ORIGINAL MEMBERS OF THE PROFESSIONAL LIMITED LIABILITY COMPANY CERTIFY THAT THIS INSTRUMENT CONSTITUTES THE PROPOSED ARTICLES OF ORGANIZATION OF AMERICAN HEALTH GROUP, P.L.

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EXECUTED by the undersigned at Boca Raton, Florida on
April 27, 1998 1998.


Christopher J. Fichera, Ph.D.


Sharon M. Theroux, Ph.D.


Gregory Marsella, M.D.


Anthony Yacona, M.D.


Ken Tucker, L.M.H.C.


Hank Himmelbaum, L.C.S.W.


Richard Faulk, M.D.


Charles Norris, M.D.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

In compliance with Section 608.407(2), Florida Statutes, the undersigned member or authorized representative of AMERICAN HEALTH GROUP, P.L. deposes and says:

1. The professional limited liability company named herein has at least two (2) members.
2. The total cash amount contributed by the members is \$2,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ NONE. A description of the property is attached hereto as Exhibit A and made a part of this Affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$2,000.00. This amount includes the amounts from 2 and 3 above.
5. The principal place of business of the professional liability company is 6100 Glades Road, Suite 205, Boca Raton, Florida 33434 and the undersigned is its registered agent and a shareholder of such company.


By: **CHRISTOPHER J. FICHERA, Ph.D.**

The foregoing instrument was acknowledged by me this 16 day of April, 1998 by Christopher J. Fichera, Ph.D., member of American Health Group, P.L., a professional limited liability company, who is personally known to me or who produced _____ as identification.

PATRICE S. TUCKER
My Comm Exp. 10/20/98
Bonded By Service Ins
No. CC414959
☒ Personally Known ☐ Other ~~D~~
NOTARY PUBLIC



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

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STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Pursuant to Sections 608.415 and 608.407(1)(d), of the Florida Limited Liability Company Act and in accordance with Chapter 621, Florida Statutes, the Professional Service Corporation Act, the professional limited liability company named below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is AMERICAN HEALTH GROUP, P.L.

The name of the registered agent for AMERICAN HEALTH GROUP, P.L. is Christopher J. Fichera, Ph.D. and the street address of the company's principal office where the agent is located is 6100 West Glades Road, Suite 205, Boca Raton, Florida 33434.

This statement is to acknowledge that, as indicated above, AMERICAN HEALTH GROUP, P.L. has appointed me, Christopher J. Fichera, Ph.D., as its registered agent to accept service of process for the company at the place designated above. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 16 day of April, 1998.


By: **CHRISTOPHER J. FICHERA, Ph.D.**

The foregoing instrument was acknowledged by me this 16 day of April, 1998 by CHRISTOPHER J. FICHERA, Ph.D., agent of and for AMERICAN HEALTH GROUP, P.L., a professional limited liability company, who is personally known to me or who produced PATRICE S. TUCKER as identification.



My Comm Exp. 10/20/98
Bonded By Service Ins
No. CC414959

☒ Personally Known ☐ Other D.

NOTARY PUBLIC

