

*N00000000556*

January 21, 2000

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

FILED  
00 JAN 24 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Subj: Incorporation of ATLANTIC COUNSELING ASSOCIATES, INC.

Dear Sir,

Enclosed please find the following:

800003108018--9  
-01/24/00--01088--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fees.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of the Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937, telephone number (407) 773-2020.

Thank you for your assistance in this matter.

Sincerely,

*Dr. Patricia L. Holmes*

Dr. Patricia L. Holmes

D. BROWN JAN 28 2000

ARTICLES OF INCORPORATION  
OF  
ATLANTIC COUNSELING ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is  
ATLANTIC COUNSELING ASSOCIATES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of:

1. The Corporation is organized exclusively for charitable, religious, literacy, scientific and educator purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of such Code.
2. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

3. 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 and distribution of statements) any political campaign on behalf of any candidate for public office.

4. Notwithstanding and other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

5. 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the

corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLES IV. MEMBERS AND DIRECTORS

The qualifications of members and directors are the manner of admission of members together with the manner of election or appointment of directors shall be regulated by the bylaws.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6767 N. Wickham Road, Suite #400, Melbourne, Brevard County, Florida 32940, and the name of the initial registered agent of this corporation at that address is DR. PATRICIA L. HOLMES.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three. The names and addresses of the initial directors of this corporation are:

DR. PATRICIA L. HOLMES  
1002 Harbor Pines Drive  
Merritt Island, FL 32953

LINTON G. ROBBINS  
1002 Harbor Pines Drive  
Merritt Island, FL 32953

B. SOTELLA SMITH  
403 Brevard Avenue, Apt #3  
Cocoa, FL 32922

JANINE FRAHM  
90126 Scarsdale Court  
West Melbourne, FL 32904

JOSHUA C. FAGAN  
624 W. University Drive #183  
Denton, TX 76201

#### ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at  
6767 N. Wickham Road, Suite #400, Melbourne, Brevard County,  
Florida 32940, and the mailing address of the corporation is 6767  
N. Wickham Road, Suite #400, Melbourne, Brevard County, Florida  
32940.

#### ARTICLE VIII. INCORPORATOR

The name and address of the person signing these  
articles are:

DR. PATRICIA L. HOLMES  
1002 Harbor Pines Drive  
Merritt Island, FL 32953

#### ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal  
any provision contained in these Articles of Incorporation,  
or any amendment hereto, by a majority vote of the Board of  
Directors, and any right conferred upon the members subject  
to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has  
executed these articles of incorporation on this 21st day of  
January, 2000.

Dr. Patricia L. Holmes

DR. PATRICIA L. HOLMES  
Subscriber

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary  
Public duly authorized in the State and County named above to  
take acknowledgments, personally appeared PATRICIA L. HOLMES, to  
me known to be the person described as subscriber in and who  
executed the forgoing Articles of Incorporation, and who  
acknowledged before me that she subscribed to those Articles of  
Incorporation.

WITNESS my hand and official seal on the County and State  
named above this 21st day of January, 2000.

FILE # H452-692-46-891-0

Sandra Dunn  
Notary Public

**SANDRA DUNN**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC887377  
EXPIRES 12/25/2003  
BONDED THRU ASA 1-888-NOTARY1

DESIGNATION  
AS  
REGISTERED AGENT

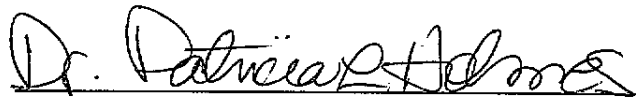
FILED  
00 JAN 24 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That ATLANTIC COUNSELING ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 6767 N. Wickham Road, Suite #400, Melbourne, Brevard County, Florida 32940, has named DR. PATRICIA L. HOLMES, located at 6767 N. Wickham Road, Suite #400, Melbourne, Brevard County, Florida 32940, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



DR. PATRICIA L. HOLMES

Registered Agent