



**THE UNITED STATES  
CORPORATION  
COMPANY**

*NO/000008955*

ACCOUNT NO. : 072100000032

REFERENCE : 532183 140696A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 26, 2001

ORDER TIME : 4:09 PM

ORDER NO. : 532183-005

CUSTOMER NO: 140696A

CUSTOMER: Blair Weigel, Esq  
Blair A. Weigel, Esq

2361 Fiesta Drive

Sarasota, FL 34231

DOMESTIC FILING

NAME: MENTIS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

FILED  
01 DEC 26 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*01/02/02*

RECEIVED  
01 DEC 26 PM 4:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE REG.  
TALLAHASSEE, FLORIDA

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-12/27/01--01003--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*PS 12/27/01*

ARTICLES OF INCORPORATION  
OF  
MENTIS, INC.

FILED  
01 DEC 26 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
01/02/02

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I. - NAME**

The name of the corporation shall be MENTIS, INC. The principal office and mailing address of the corporation is 73 South Palm Avenue, Suite 215, Sarasota, Florida 34236.

**ARTICLE II. - PURPOSE**

The purpose for which the corporation is formed is to perform or have performed behavioral health services including psychological evaluations and testing in the public sector. The corporation shall receive and administer funds exclusively for scientific, educational, and charitable purposes within the meaning of the Internal Revenue Code, and to that end to take and hold by bequests, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under Chapter 617, Florida Statutes.

The purposes for which the corporation is organized are exclusively charitable, scientific, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

### **ARTICLE III. - TERM OF EXISTENCE**

This corporation is to exist perpetually. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

### **ARTICLE IV. - MEMBERS**

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

### **ARTICLE V. - SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

DONALD A. McMURRAY, PhD.  
1303 Landings Drive  
Sarasota, FL 34231

MEREDITH F. McMURRAY  
1303 Landings Drive  
Sarasota, FL 34231

### **ARTICLE VI - OFFICERS**

The affairs of the corporation shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

DONALD A. McMURRAY, PhD. -- President and Treasurer  
MEREDITH F. McMURRAY -- Secretary

## **ARTICLE VII. - BOARD OF DIRECTORS**

The corporation shall have three directors, initially. The number of directors of the corporation may be increased or decreased from time to time, by the Bylaws, but shall never be less than three (3). The names and addresses of the initial directors of this corporation are as follows:

DONALD A. McMURRAY, PhD.  
1303 Landings Drive  
Sarasota, FL 34231

MEREDITH F. McMURRAY  
1303 Landings Drive  
Sarasota, FL 34231

JENNIFER FOX  
6476 29<sup>th</sup> Way North  
St. Petersburg, FL 33702

Members of the Board of Directors shall be elected at the annual meeting, shall serve without compensation for a term of two (2) years and until their successor has been elected, and may be recalled and removed from office with or without cause by the vote or agreement in writing of the majority of the members of the corporation. Vacancies on the Board of Directors shall be filled by the remaining members of the Board.

At the first election of directors when a majority of the directors is to be elected by members of the corporation, the directors to be elected shall be three (3) for a term of two (2) years, and three (3) for a term of one year. Thereafter, three (3) directors or one-half of the Board of Directors shall be elected each year for a term of two (2) so that the terms of the directors shall be staggered.

## **ARTICLE VIII.** **INCORPORATOR, REGISTERED OFFICE, REGISTERED AGENT** **AND ACCEPTANCE**

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

**Registered Agent:**

BLAIR A. WEIGEL

**Registered Office:**

2361 Fiesta Drive, Sarasota, FL 34231

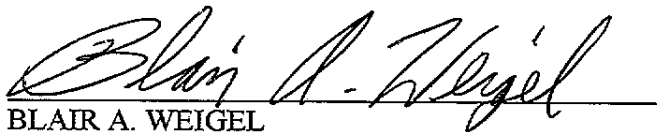
**Incorporator:**

BLAIR A. WEIGEL

2361 Fiesta Drive, Sarasota, FL 34231

The effective date of this corporation is January 2, 2002, or the date of filing, whichever is later.

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

  
BLAIR A. WEIGEL


**ARTICLE IX. - BY-LAWS**

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

**ARTICLE X. - AMENDMENTS**

Amendments to these Articles of Incorporation shall be adopted by two-thirds (2/3) vote of the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator to these Articles of Incorporation has set his hand and seal this 13 day of December, 2001.

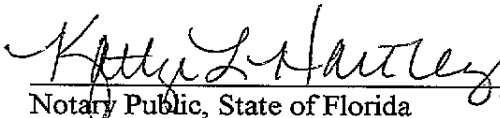
  
BLAIR A. WEIGEL, Incorporator

01 DEC 26 AM 9:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

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, BLAIR A. WEIGEL, who is personally known to me or who has produced n/a as identification, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 13<sup>th</sup> day of December, 2001.

  
Notary Public, State of Florida

