

No 2000005592

Bruce F. Roberts & Associates
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02 JUL 22 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phone 941-921-2116

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: T.H.E. Counseling Group, Inc.

July 10, 2002

Dear Sirs or Madam,

500006550145-59
-07/22/02--01050--005
*****87.50 *****87.50

Enclosed please find the original and a copy of the incorporation papers for the above-mentioned client. We have also enclosed a check for \$87.50 to cover the costs of filing fees, registered agent fee, certified copy, and a certificate of status for this charter.

If you have any questions, please contact me at the address or telephone numbers listed above.

Thank you for your assistance.

Sincerely

Bruce F. Roberts

Bruce F. Roberts

QB 7/24✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
T.H.E. COUNSELING GROUP, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a not for profit corporation under the general Corporation laws of the State of Florida in accordance with the following Certificate of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

T.H.E. COUNSELING GROUP, INC.

ARTICLE II PLACE OF BUSINESS

Its principal place of business shall be, Midtown Medical Park, 1217 East Avenue South, Suite 211, Sarasota, Florida 34239 in the County of Sarasota and the State of Florida. The mailing address of the Corporation shall be the same, but the Corporation shall have the power to transact business at such place or places as the Board of Directors may designate, and branch offices of places of business may be established in such places within or without the State of Florida as the Board of Directors from time to time may direct.

ARTICLE III PURPOSE OF ORGANIZATION

The purpose for which this corporation is organized is to establish, maintain and provide a professional counseling service for needy individuals or families regardless of their race, creed, color, spiritual beliefs or ability to pay. The corporation will also have power to receive and maintain real or personal property, or both, receive monies from individuals or businesses as donations, to use professional solicitors to receive donations, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on

dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or

corresponding provisions of subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (C) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which principal office of the corporation is then located, exclusively for such purposes or to such organ-

ization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV DURATION

The term of existence of the corporation shall be perpetual, or until dissolved according to law.

ARTICLE V MEMBERSHIP

Any person of legal age may be a member of the corporation. Active membership shall be limited to 7 members. The initial active members shall be appointed by the Board of Directors. The Board of Directors shall appoint an unlimited number of inactive members. All active members subsequent to the initial 7 active members shall be drawn from inactive members, nominated by the Board of Directors and elected by the majority of active members present at a regularly scheduled meeting of the corporation. Members of the corporation will be required to meet the following qualifications: They shall be adult natural persons.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office, they will hold these offices

for the first meeting, or until the corporations first election is held, and successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
William M. Elrod, MS, LCCC	2040 Upton Ave Sarasota, Florida 34232
Dr. Rodney Robertson	8000 Bee Ridge Rd. Sarasota, Florida 34241
Bruce F. Roberts	7753 State Road # 72 Sarasota, Florida 34241

ARTICLE VII INDEMNIFICATION DIRECTORS

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed was lawful. However,

with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudicate of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, subject to the approval of a majority of stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any such action, suit or proceeding by judgment order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is

entitled to be indemnified by the corporation as authorized in this section.

B. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VIII INITIAL OFFICERS

The following are the names and street addresses of the initial officers of this corporation, who will serve until their successors are duly elected and qualified:

President	William M. Elrod 2040 Upton Avenue. Sarasota, Florida 34232
Vice-Pres.	Dr. Rodney Robertson 8000 Bee Ridge Road Sarasota, Florida 34241
Secretary/Treasurer	Bruce F. Roberts 7753 State Road # 72 Sarasota, Florida 34241

ARTICLE IX INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered agent of this corporation is 7753 State Road 72, Sarasota, Florida 34241 and the name of the initial registered agent of this corporation shall be Bruce F. Roberts.

ARTICLE X YEARLY MEETINGS

Meetings of the Board of Directors of the corporation shall be held within or without the State of Florida at a time deemed necessary by the Board of Directors and set forth in the By-Laws of the corporation.

ARTICLE XI BY-LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a unanimous vote thereof. Thereafter said By-Laws may be amended by the Board of Directors by a two-thirds vote of the directors present at any regular meeting of said board, or at any special meeting called for such purpose by a unanimous vote of the directors present.

ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Amendments may be proposed by the Board of Directors, proposed by the active or inactive members, and approved at a Directors meeting by a unanimous vote of the Directors entitled to vote thereon, unless all directors sign a written statement manifesting their intention that a certain amendment of These Articles of Incorporation be made.

ARTICLE XIII INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Bruce F. Roberts	7753 State Road # 72 Sarasota, Florida 34241

ARTICLE XIV DIRECTORS INSURANCE
AGAINST PROFESSIONAL LIABILITY

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against liability under the provisions of these Articles, or under law.

ARTICLE XV DISSOLUTION

The corporation may be dissolved at any time by (1) unanimous written consent of all Directors; On dissolution, the corporate property and assets, shall, after payment of all debts of the corporation, be distributed according to the laws of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hands and seal, this 10th day of July A.D., 2002, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation, and certify that the facts herein are true.

Signed and Sealed in the presence of:

N. A. Buffington
Witness

Bruce F. Roberts
Bruce F. Roberts

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT

Having been named to accept service of process for the aforementioned corporation, I hereby accept to act and agree to comply with the provisions of said Florida statute relative to keeping said office open.

Bruce F. Roberts

Bruce F. Roberts
7753 State Road 72
Sarasota, Florida 34241