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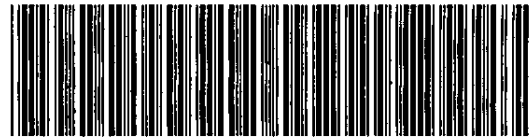
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

111-

**OLIVER J. JANNEY**

Attorney at Law  
1800 2<sup>nd</sup> Street, Suite 970  
Sarasota, FL 34236  
(941) 684-0314  
Fax: (941) 866-9283

May 13, 2013

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

Re: Smart Mental Health, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and two (2) copies of the Articles of Incorporation and Registered Agent Designation for Smart Mental Health, Inc. and a check for \$78.75 for the filing fees and a certified copy of the Articles. Please send me a certified copy of the Articles.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Oliver J. Janney', with a long, sweeping horizontal stroke extending to the right.

Oliver J. Janney

Enclosures

cc: Ms. Margaret Brockett w/encl.

**ARTICLES OF INCORPORATION OF  
SMART MENTAL HEALTH, INC.**

**FILED**  
13 MAY 15 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned incorporator forms a corporation not for profit in accordance with the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes) and pursuant to the following provisions:

**ARTICLE I  
NAME**

The name of the corporation shall be SMART MENTAL HEALTH, INC. For convenience, the corporation shall be referred to in this instrument as the Corporation."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 606 Cohen Way, Sarasota, Florida 34236.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

Margaret Ruth Brockett, whose address is 606 Cohen Way, Sarasota, Florida 34236, is hereby appointed as the initial registered agent of the Corporation, and the registered office of the Corporation shall be at said address.

**ARTICLE IV  
PURPOSES AND POWERS OF THE CORPORATION**

4.1 This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, which, for purposes of these Articles includes the corresponding provisions of any future United States federal tax code, including, for such purposes, to work with local nonprofit organizations to implement a program to assist clients who are suffering from depression disorder.

4.2 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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.

4.3 Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is situated exclusively for such purposes.

4.4 The Corporation shall have all of the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations on the exercise of such powers as are expressly set forth in these Articles or in the bylaws of the Corporation (the "Bylaws"). The Corporation shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by these Articles and the Bylaws, and do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation for the purposes of the Corporation and for the maintenance, administration and improvement of the property and common areas within its jurisdiction.

4.5 The Corporation shall not pay dividends, and no portion of any income of the Corporation shall be distributed to its trustees or officers (except that reasonable compensation may be paid for services rendered to or for the Corporation with respect to one or more of its purposes), and no trustee or officer of the Corporation, or private individual or person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

## **ARTICLE V BOARD OF TRUSTEES**

5.1 The affairs of the Corporation shall be managed by a board of not fewer than three (3) or more than eleven (11) trustees. The Board of Trustees shall, from time to time, fix the number of trustees authorized, provided that the number of trustees authorized shall always be an odd number.

5.2 The names and addresses of the initial trustees until appointment or election of their successors pursuant to these Articles and the Bylaws are as follows:

Herschel Q. Peddicord  
3225 Gateway Road, #250  
Brookfield, Wisconsin 53044

Richard Sorace, M.D., PhD.  
Dattoli Cancer Center & Brachytherapy Research Institute  
2803 Fruitville Road  
Sarasota, Florida 34237

Gabriel Ybarra. M.D.  
12213 Gehrig Drive  
Jacksonville, Florida 32224

5.3 The method of selection of trustees shall be provided in the Bylaws.

**ARTICLE VI  
OFFICERS**

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Trustees at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Trustees.

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Oliver J. Janney, Esq.  
1800 2<sup>nd</sup> Street, Suite 970  
Sarasota, Florida 34236

**IN WITNESS WHEREOF**, the undersigned incorporator has signed these Articles of Incorporation this thirteenth day of May, 2013.

  
\_\_\_\_\_  
Oliver J. Janney

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13th day of May, 2013 by Oliver J. Janney, who is personally known to me.



AMY J MILLER  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE885625  
Expires 3/8/2017

  
\_\_\_\_\_  
Notary Public

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

13 MAY 15 PM 4: 25

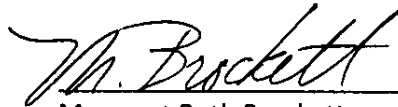
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.0501 of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida (the "Corporation"), submits the following statement in designating the registered agent and registered office in the State of Florida:

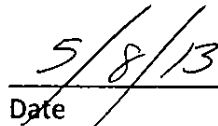
1. The name of the Corporation is Smart Mental Health, Inc.
2. The name and address of the registered agent and the address of the registered office is as follows:

Margaret Ruth Brockett  
606 Cohen Way  
Sarasota, Florida 34236

Having been named as registered agent and to accept service of process for the Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all the statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.



Margaret Ruth Brockett

  
Date