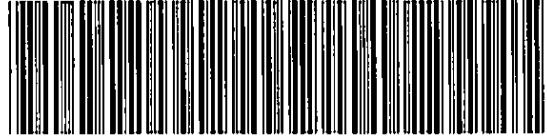


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JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

DAVID C. SASSER
DARRYL W. JOHNSTON

MAILING ADDRESS:
POST OFFICE BOX 997
BROOKSVILLE, FLORIDA 34605-0997
TELEPHONE: (352) 796-5123
FAX: (352) 799-3187

29 S. BROOKSVILLE AVENUE
BROOKSVILLE, FLORIDA 34601

June 5, 2018

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314-6250

Re: Advanced Counseling Services, Inc.

Dear Sir/Madam:

Enclosed please find the following in reference to the above-styled matter:

1. Original Articles of Incorporation (Non Profit Corporation);
2. Certified copy of Order Granting Conversion for Profit Corporation into a Not for Profit Corporation; and
3. Check in the amount of \$87.50 (\$70.00 filing fee, plus \$8.75 for Certified Copy and \$8.75 for Certificate of Status).

I have also enclosed a self addressed stamped envelope for the return of the Certified copy and the Certificate of Status. Thank you for your time and attention to this matter. Should you have any questions or concerns, please contact me at 352-796-5123.

Sincerely,



Angie Reed,
Paralegal to Darryl W. Johnston

/ar
enclosures

ARTICLES OF INCORPORATION

OF

ADVANCED COUNSELING SERVICES, INC.

The undersigned, pursuant to chapter 617, Florida Statutes, and as approved by the Circuit Court in the Fifth Judicial Circuit in and for Hernando County, Florida, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be ADVANCED COUNSELING SERVICES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business shall be 8374 Forest Oaks Blvd., Spring Hill, FL 34606, and the mailing address of the corporation shall be 8374 Forest Oaks Blvd., Spring Hill, FL 34606.

ARTICLE III - PURPOSES

The general purposes for which the Corporation is organized are the following:

A. Said organization is organized exclusively for the provision of mental health, behavioral health and substance abuse counseling to children, teens, and adults. Provision of services to be executed by a Florida Licensed Mental Health Counselor, Social Worker, Marriage and Family Therapist, as well as, unlicensed Master's level clinicians who are under direct supervision of a Licensed Clinician on site, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or other applicable section of the federal tax code.

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

18 JUN -7 PM 3:51

FILED

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any 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) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) members on its Board of Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than three (3). The Directors shall be elected or appointed in accordance with the bylaws. The names and addresses of the initial Board of Directors of this corporation are:

NAME

ADDRESS

Sophia Greiner

10577 Rain Forest Road
Brooksville, FL 34601

Lina Laccase

8374 Forest Oaks Blvd.
Spring Hill, FL 34606

Allan Greiner

10577 Rain Forest Road
Brooksville, FL 34601

ARTICLE V - MEMBERS

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE VI - DISTRIBUTION OF GAINS

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any member or any other individual.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed to 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 code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

ARTICLE VII - INCORPORATOR

THIS ARTICLE IS INTENTIONALLY LEFT BLANK.

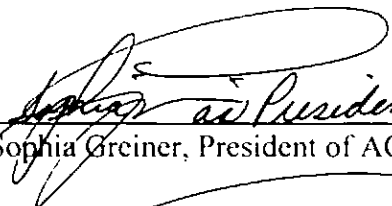
ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

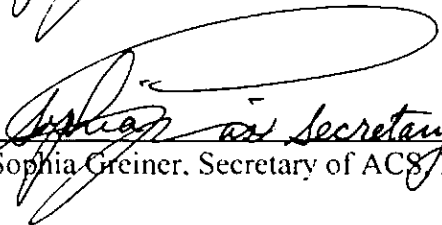
The name and address of the initial registered agent of this corporation is Sophia Greiner,
10577 Rain Forest Road, Brooksville, FL 34601.

ARTICLE X - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these
Articles with the Department of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of Advanced
Counseling Services, P.A. has signed these articles in accordance with § 617.1806, Fla. Stat., on
this 14 day of May, 2018.

By:  as President of ACS, PA
Sophia Greiner, President of ACS, P.A.

By:  as Secretary of ACS, PA
Sophia Greiner, Secretary of ACS, P.A.

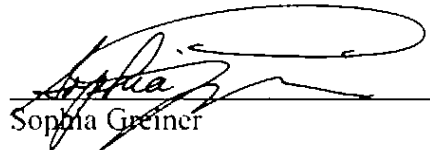
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

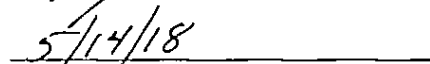
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned
corporation, organized under the laws of the State of Florida, submits the following statement in
designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ADVANCED COUNSELING SERVICES, INC.
2. The name and address of the registered agent and office is:

Sophia Greiner, 10577 Rain Forest Road, Brooksville, FL 34601

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

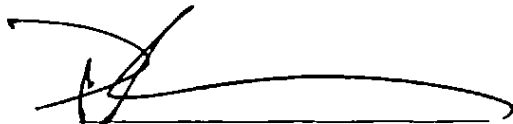


Sophia Greiner


Date

Circuit Court Endorsement

Approved on this ____ day of
May, 2018 by Court order this
same date. This endorsement is
in accordance with § 617.1807,
Fla. Stat.



Circuit Judge

IN THE CIRCUIT COURT OF THE FIFTH
JUDICIAL CIRCUIT IN AND FOR
HERNANDO COUNTY, FLORIDA

CASE NO.: 2018 CA - 529

IN RE: ADVANCED COUNSELING
SERVICES, P.A.

**ORDER GRANTING CONVERSION FOR PROFIT
CORPORATION INTO A NOT FOR PROFIT CORPORATION**

THIS CAUSE having come before the Court on Advanced Counseling Services, P.A.'s Petition for Conversion for Profit Corporation into a Not Profit Corporation, and the Court having reviewed the file, and being otherwise more fully advised in the premises, hereby finds as follows:

- A. The Petition and Proposed Articles of Incorporation are in proper form.
- B. The property of the Petitioner shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the Petitioning corporation.

Bases upon the foregoing, it is therefore:

ORDERED AND ADJUDGED:

- 1. The conversion of Advanced Counseling Services, P.A. to a Florida not for profit corporation is approved.
- 2. The property of the Petitioner shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the Petitioning corporation.

CERTIFIED TO BE A TRUE COPY
DON BARBEE, JR.
CLERK OF COURTS

BY:  D.C.

THIS 7 DAY OF June 2018

ARTICLES OF INCORPORATION

OF

ADVANCED COUNSELING SERVICES, INC.

The undersigned, pursuant to chapter 617, Florida Statutes, and as approved by the Circuit Court in the Fifth Judicial Circuit in and for Hernando County, Florida, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be ADVANCED COUNSELING SERVICES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business shall be 8374 Forest Oaks Blvd., Spring Hill, FL 34606, and the mailing address of the corporation shall be 8374 Forest Oaks Blvd., Spring Hill, FL 34606.

ARTICLE III - PURPOSES

The general purposes for which the Corporation is organized are the following:

A. Said organization is organized exclusively for the provision of mental health, behavioral health and substance abuse counseling to children, teens, and adults. Provision of services to be executed by a Florida Licensed Mental Health Counselor, Social Worker, Marriage and Family Therapist, as well as, unlicensed Master's level clinicians who are under direct supervision of a Licensed Clinician on site, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or other applicable section of the federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any 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) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) members on its Board of Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than three (3). The Directors shall be elected or appointed in accordance with the bylaws. The names and addresses of the initial Board of Directors of this corporation are:

NAME

ADDRESS

Sophia Greiner

10577 Rain Forest Road
Brooksville, FL 34601

Lina Laccase

8374 Forest Oaks Blvd.
Spring Hill, FL 34606

Allan Greiner

10577 Rain Forest Road
Brooksville, FL 34601

ARTICLE V - MEMBERS

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE VI - DISTRIBUTION OF GAINS

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any member or any other individual.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed to 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 code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

ARTICLE VII - INCORPORATOR

THIS ARTICLE IS INTENTIONALLY LEFT BLANK.

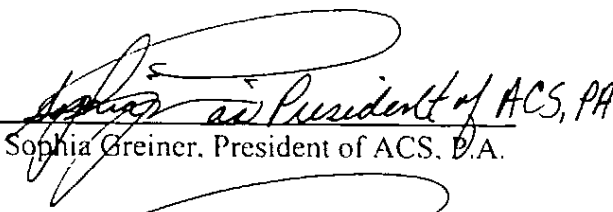
ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

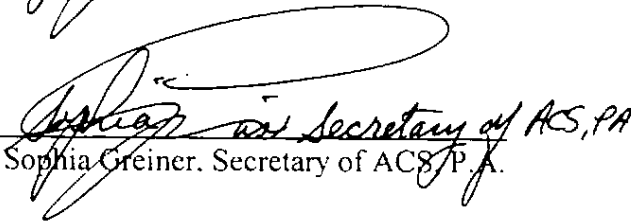
The name and address of the initial registered agent of this corporation is Sophia Greiner,
10577 Rain Forest Road, Brooksville, FL 34601.

ARTICLE X - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these
Articles with the Department of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of Advanced
Counseling Services, P.A. has signed these articles in accordance with § 617.1806, Fla. Stat., on
this 14 day of May, 2018.

By: 
Sophia Greiner, President of ACS, P.A.

By: 
Sophia Greiner, Secretary of ACS, P.A.


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned
corporation, organized under the laws of the State of Florida, submits the following statement in
designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ADVANCED COUNSELING SERVICES, INC.
2. The name and address of the registered agent and office is:

Sophia Greiner, 10577 Rain Forest Road, Brooksville, FL 34601

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.




Sophia Greiner

5/14/18

Date

Circuit Court Endorsement

Approved on this ____ day of
May, 2018 by Court order this
same date. This endorsement is
in accordance with § 617.1807,
Fla. Stat.



Circuit Judge

IN THE CIRCUIT COURT OF THE FIFTH
JUDICIAL CIRCUIT IN AND FOR
HERNANDO COUNTY, FLORIDA

CASE NO.: 2018 CA - 529

IN RE: ADVANCED COUNSELING
SERVICES, P.A.

**ORDER GRANTING CONVERSION FOR PROFIT
CORPORATION INTO A NOT FOR PROFIT CORPORATION**

THIS CAUSE having come before the Court on Advanced Counseling Services, P.A.'s Petition for Conversion for Profit Corporation into a Not Profit Corporation, and the Court having reviewed the file, and being otherwise more fully advised in the premises, hereby finds as follows:

- A. The Petition and Proposed Articles of Incorporation are in proper form.
- B. The property of the Petitioner shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the Petitioning corporation.

Bases upon the foregoing, it is therefore:

ORDERED AND ADJUDGED:


- 1. The conversion of Advanced Counseling Services, P.A. to a Florida not for profit corporation is approved.
- 2. The property of the Petitioner shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the Petitioning corporation.

CERTIFIED TO BE A TRUE COPY
DON BARBEE, JR.
CLERK OF COURTS

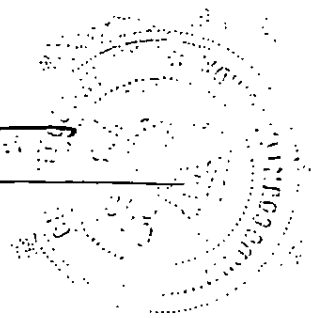
BY:  D.C.

THIS 7 DAY OF June 2018

DONE AND ORDERED in chambers, Hernando County, Florida, on this 29 day of May, 2018.



Circuit Judge



CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished to Sophia Greiner, Registered Agent for Advanced Counseling Services, P.A., at 10577 Rain Forest Road, Brooksville, FL 34601 and to Darryl W. Johnston, P.A. at Johnston and Sasser, P.A., PO Box 997, Brooksville, FL 34605, on this 29 day of May, 2018.



Judicial Assistant