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FLORIDA PROFIT/NON PROFIT CORPORATION

COGNITIVE BEHAVIORAL THERAPY ALLIANCE OF FLORIDA, INC.

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April 30, 2025

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAPITOL SERVICES, INC.

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SUBJECT: COGNITIVE BEHAVIORAL THERAPY (CBT)ALLIANCE OF FLORIDA, INC.
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Jazmine N Ardley
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ARTICLES OF INCORPORATION
OF
COGNITIVE BEHAVIORAL THERAPY ALLIANCE OF FLORIDA, INC.

(a Florida Not For Profit Corporation)

The undersigned, acting as incorporator of **COGNITIVE BEHAVIORAL THERAPY ALLIANCE OF FLORIDA, INC.**, a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the corporation shall be: COGNITIVE BEHAVIORAL THERAPY ALLIANCE OF FLORIDA, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office location, street address and mailing address of the Corporation are: 1516 Hillcrest Street, Suite 206, Orlando, FL 32803.

ARTICLE III
PURPOSE

The Corporation shall be a not for profit corporation. The purpose for which the Corporation is formed is to operate exclusively as a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding section of any future federal tax code. In furtherance of the foregoing, the purpose of the Corporation shall be to advance its members' common business interests in the psychotherapy field of cognitive behavioral therapy.

ARTICLE IV
POWERS

A. The Corporation will have the authority to exercise all of the powers conferred upon corporations not for profit under the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, including but not limited to, the power to charge membership dues and solicit funds for any proper corporate purpose.

B. Notwithstanding any other provision of these Articles of Incorporation:

1. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit;

2. No dividend will be paid, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, contributors, 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 III hereof; and

3. The Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(6).

ARTICLE V
MEMBERSHIP

A. The Corporation shall have members.

B. As a not for profit corporation, the Corporation does not issue shares of stock to members.

C. A member of the Corporation is not, as such, personally liable for any act, debt, liability, or obligation of the Corporation. A member of the Corporation may become liable to the Corporation for dues, assessments, or fees as provided by law.

D. Except as otherwise provided in these Articles of Incorporation: the relative rights, powers and duties of the class or classes of members shall be as provided in the Bylaws of the Corporation, and the Bylaws may make provision for any member or class of members to have full, limited or no voting rights or powers. Thus, all conditions of membership, the designation of one or more classes of membership, or criteria for identifying members, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be as provided in the Bylaws of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

Except as otherwise provided by applicable law or in other provisions of these Articles of Incorporation, the activities and affairs of the Corporation will be managed, and all the powers of the Corporation will be exercised, by the Board of Directors. The number of members of the Board of Directors and the manner of their election shall be set forth in the Bylaws of the Corporation; provided, however, that the number of Directors shall not be fewer than three (3). The names and addresses of the initial members of the Board of Directors are:

NAME:	ADDRESS:
LISSETTE CORTES	1516 Hillcrest Street, Suite 206 Orlando, FL 32803

ANDREA LIPPMAN LOEB	1516 Hillcrest Street, Suite 206 Orlando, FL 32803
JARELL RASHAAD O'BRIEN MYERS	1516 Hillcrest Street, Suite 206 Orlando, FL 32803
NATASHA POULOPOULOS	1516 Hillcrest Street, Suite 206 Orlando, FL 32803
EVA SCHONFELD REICHEL	1516 Hillcrest Street, Suite 206 Orlando, FL 32803
GWILYM NED HOPWOOD RODDICK	1516 Hillcrest Street, Suite 206 Orlando, FL 32803
MELANIE THOMAS SMITH	1516 Hillcrest Street, Suite 206 Orlando, FL 32803

All other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE VII
OFFICERS

The Corporation shall have such officers as the Board of Directors shall determine, and the method of appointment and election of such officers shall be as specified in the Bylaws. All other matters concerning the officers shall be governed by the Bylaws of the Corporation.

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation is vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law, including but not limited to, as described in Sections 607.0850-607.0859, Florida Statutes, as the same may be amended or supplemented; provided, however, that the foregoing provision of indemnification shall not apply to the extent such indemnification is inconsistent with the status of the Corporation as an organization described in Code section 501(c)(6).

ARTICLE X
AMENDMENTS

The Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law, at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such meeting shall fairly summarize or set forth the proposed action with regard to the Articles of Incorporation. Alternatively, the Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors.

ARTICLE XI
COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Florida Department of State, Division of Corporations.

ARTICLE XII
DISSOLUTION

Upon dissolution of the Corporation, after paying or providing for the payment of all liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Code sections 501(c)(3) or 501(c)(6), or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusive for such purposes.

ARTICLE XIII
REGISTERED AGENT

The name and Florida street address of the Corporation's registered agent is:

GWILYM NED HOPWOOD RODDICK
1516 Hillcrest Street, Suite 206
Orlando, FL 32803

25 MAY -1 PM 3:58

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ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator is:

GWILYM NED HOPWOOD RODDICK
1516 Hillcrest Street, Suite 206
Orlando, FL 32803

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of this 1st day of May, 2025.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

Gwilym N. H. Roddick
GWILYM NED HOPWOOD RODDICK

CERTIFICATE OF ACCEPTANCE
BY
REGISTERED AGENT

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **COGNITIVE BEHAVIORAL THERAPY ALLIANCE OF FLORIDA, INC.** (the "Corporation"), in the Corporation's Articles of Incorporation:

> Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this 1st day of May, 2025.

Gwilym N. H. Roddick
GWILYM NED HOPWOOD RODDICK
1516 Hillcrest Street, Suite 206
Orlando, FL 32803