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CORPORATION(S) NAME

Florida Mental Health Counselors Association, Inc.

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DIVISION OF CORPORATIONS

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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA MENTAL HEALTH COUNSELORS ASSOCIATION, INC

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

FLORIDA MENTAL HEALTH COUNSELORS ASSOCIATION, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

307 S. 24 Avenue
Hollywood, Florida 33020

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purpose for which the corporation is organized is to receive and maintain real or personal property, or both, 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 purposes that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purposes for which the corporation is

organized shall be:

- A. To promote the profession of mental health counseling.
- B. Provide a system for the exchange of professional information among mental health counselors through newsletters, journals or other scientific, educational and/or professional materials.
- C. Provide professional development programs for mental health counselors to update and enhance clinical competencies.
- D. Promote legislation that recognizes and advances the profession of mental health counseling.
- E. Provide a public forum for mental health counselors to advocate for the social and emotional welfare of clients.
- F. Promote positive relations with mental health counselors and other mental health practitioners in all work settings to enhance the entire profession of mental health counseling.
- G. Contribute to the establishment and maintenance of minimal training standards for mental health counselors.
- H. Promote scientific research and inquiry into mental health concerns.
- I. Provide liaison on the state level with other professional organizations to promote the advancement of the mental health profession.
- J. Provide the public with information concerning the competencies and professional services of mental health counselors.
- K. Promote equitable licensure standards for mental health counselors through the state legislature.

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold,

use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, 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.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may thereafter 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.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 as an exempt

organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954 (or 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 the principal office of the corporation 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.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

ARTICLE IV

The manner in which the directors are elected or appointed shall be as stated in the bylaws.

ARTICLE V

The name and street address of the initial registered agent shall be:

John A. Auner
2114 N. 32 Avenue
Hollywood, FL 33021

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Andrew Katz, Ph.D.
307 S. 24 Avenue
Hollywood, FL 33020

ARTICLE VII

The names and addresses of the initial Officers and members of the Board of Directors, and who shall serve as Officers and Directors until replaced as provided for in the bylaws, shall be as follows:

President: Andrew Katz, Ph.D., 307 S. 24 Avenue,
Hollywood, FL 33020.

President-Elect, Cheryl Malone, M.S., 1417 N. Semoran Blvd.,
Suite 216, Orlando, FL 32807.

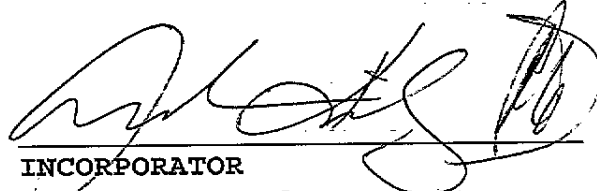
Past President, Frank Hannah, M.S., P.O. Box 31221, Palm
Beach Gardens, FL 33421-1221.

Past Past President, Scott Walton, Ph.D., 4221 Baymeadows
Road, Suite 7, Jacksonville, FL 32217.

Secretary, Greg Hietpas, M.S., 18167 U.S. 19 North, Suite
580, Clearwater, FL 34624.

Treasurer, Gerard Vernot, Ph.D, 3049 White Ibis Way,
Tallahassee, FL 23208.

The undersigned incorporator has executed these Articles of
Incorporation this 24 day of March 1998.



INCORPORATOR
ANDREW KATZ, Ph.D.


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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.

That Florida Mental Health Counselors Association, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation, has named John A. Auner, located at 2114 N. 32 Avenue, City of Hollywood, County of Broward, State of Florida 33021, as its agent to accept service of process within this state.

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.

SIGNATURE


Registered Agent
John A. Auner

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TALLAHASSEE, FLORIDA