

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Select Counseling Services, Inc.

- Art of Inc. File Photo
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File 000002475790-8
04/01/98 01067-023
****140.00 ****140.00
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy 000002475790-8
04/01/98 01067-023
- Photo Copy ****140.00 *****70.00
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
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Signature _____

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**ARTICLES OF INCORPORATION
OF
SELECT COUNSELING SERVICES, INC.
a Florida Non-profit corporation**

The undersigned, **MICHAEL T. GRADY**, subscriber to these Articles of Incorporation, competent to contract, hereby presents these Articles for the formation of a Non-profit Corporation under the laws of the State of Florida.

**ARTICLE I.
NAME OF CORPORATION**

1.1 The name of the Corporation shall be **SELECT COUNSELING SERVICES, INC.**, a non-profit Corporation.

**ARTICLE II.
NOT FOR PROFIT**

2.1 The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible by law.

**ARTICLE III.
PURPOSES**

3.1 This Corporation is organized, and shall be operated exclusively, for the following purposes:

3.1.1 To provide various health care services and to perform any and all activities incidental thereto and/or associated therewith.

3.1.2 To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

3.1.3 To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV.
LIMITATION**

4.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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, above.

ARTICLE V.
PRINCIPAL PLACE OF BUSINESS

5.1 The principal place of business of the Corporation shall be as follows:

1941 Glenn Lake Circle
St. Petersburg, Florida 33702

located in Pinellas County, Florida, but the Corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VI.
REGISTERED AGENT

6.1 The initial Registered Agent of the Corporation shall be the following-named person at the following address:

FRANK W. GODDARD, ESQUIRE
2959 First Avenue North
St. Petersburg, FL 33713

ARTICLE VII.
MEMBERSHIP

A. **VOTING MEMBERS.** The Voting Members of this Corporation shall consist of the following persons: **MICHAEL T. GRADY and THERESA M. GRADY**, and such other Voting Members as shall be chosen by the above-listed Voting Members in accordance with provisions for the same set forth in the Bylaws of the Corporation. The Voting Members shall have the sole right, authority, power and entitlement to: determine the number of directors which shall constitute the Board of Directors of the Corporation, which shall never be less than three (3) in number; elect and remove directors and/or committee members; add and remove Voting Members; amend and/or restate the Articles of Incorporation; implement, amend and/or restate the Bylaws; sell or dispose of corporate assets; merge and/or dissolve the Corporation; implement a plan of distribution of assets; and such other rights and powers, and in accordance with those methods and procedures, as shall be provided in the Bylaws of the Corporation.

B. **NON-VOTING MEMBERS.** Any person who agrees to be bound by the Articles of Incorporation of this Corporation, by its Bylaws, and by such rules and regulations as the Corporation may from time to time adopt, is eligible for Non-Voting Membership in the Corporation. The Voting Members shall from time to time prescribe the form and manner in which application may be made for Non-Voting Membership.

ARTICLE VIII.
BOARD OF DIRECTORS

8.1 The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time by the Voting Members, but shall never be less than three (3). The Voting Members shall elect the Directors in accordance with procedures set forth in the Bylaws of this Corporation.

ARTICLE IX.
OFFICERS OF CORPORATION

9.1 The Officers of the Corporation shall consist of a President, Secretary, Treasurer, and such other Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE X.
SUBSCRIBERS OF CORPORATION

10.1 The name and post office address of the subscriber to these Articles of Incorporation are as follows, to-wit:

MICHAEL T. GRADY
1941 Glenn Lake Circle
St. Petersburg, Florida 33702

ARTICLE XI.
DATE OF EXISTENCE

11.1 It is specified that the date when corporate existence of this Corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

ARTICLE XII.
BYLAWS

12.1 The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation. The power to implement, alter, amend, restate or repeal the Bylaws or adopt new Bylaws shall be vested in the Voting Members.

ARTICLE XIII
AMENDMENT OF ARTICLES

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13.1 Voting Members shall have the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon Members, Directors and Officers are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 27th day of March, 1998.




MICHAEL T. GRADY

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE me personally appeared **MICHAEL T. GRADY**, () to me well known and known to me, or () who have produced his driver's license as identification, to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of March, 1998.



NOTARY PUBLIC

My Commission Expires:

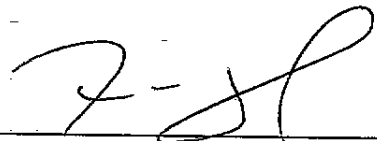


Karen M. Shasky
My Commission CC634552
Expires March 31, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **SELECT COUNSELING SERVICES, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated this 27 day of March, 1998.



FRANK W. GODDARD, ESQUIRE