

P000000023058

Family Counseling Center, Inc.

P.O. Box 162

Bradenton, Florida 34206

Phone (941) 504-1044

FAX (941) 794-1505

February 23, 2000

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

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-02/25/00-01053-008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs,

Enclosed are the articles of incorporation for "Family Counseling Center, Inc." and the Designation of Registered Agent. Please stamp and register these documents in your records.

Also enclosed is a check for \$70.00 to cover the Filing fee and the Registered agent fee.

Sincerely,

*Linda M. Martin, L.M.H.C.*

Linda M. Martin L.M.H.C.

FILED  
03 FEB 25 AM 10:56  
TALLAHASSEE, FLORIDA  
SECONDARY CL STATE

EFFECTIVE DATE  
02-1-00

*Linda Martin* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art. I  
DATE 02-07-00  
DOC. EXAM gf

W-5946  
gf 3/6

## Articles of Incorporation

These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida Department of State as follows:

### Article I: Name

The name of the corporation shall be Family Counseling Center, Inc. I. The principle place of business shall be 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209. The Mailing address is P.O. Box 162, Bradenton, Florida 34206 until and unless address is subsequently changed by the corporation.

### Article II: Commencement and Duration

The corporation shall commence its corporate existence on 1 March 2000 and shall exist perpetually thereafter until dissolved according to law.

### Article III: Purpose

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law. This shall be a for Profit Corporation. The corporation shall provide mediation and counseling services to individuals and families within the confines of the Florida licensure and certification maintained by Linda M. Martin for these purposes. Linda M. Martin DBA Family Counseling Center, Inc. shall be the primary provider of service. Other counselors may be associated with the corporation as needed. The corporation may have several office locations and is not limited to the principle address.

### Article IV: Capitalization

The corporation shall have the authority to issue 100 shares of common stock with a par value of \$1.00 per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

### Article V: Directors

The corporation shall have an initial Board of two Directors. The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Directors shall hold office until election of successor Directors by the shareholders or until earlier resignation or removal in accordance with the By-Laws of the corporation and Florida law. The following persons shall be the initial Directors of the corporation:

Linda M. Martin, L.M.H.C., 6012 9<sup>th</sup> Avenue West, Bradenton, FL 34209  
Lee S. Martin III, 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209

### Article VI: By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Directors.

### Article VII: Amendment

These Articles of Incorporation may be amended at any time by a vote of the Majority of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

FILED  
00 FEB 5 AM 10:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

02-01-00

**Article VIII:**

The initial registered agent shall be Linda M. Martin L.M.H.C., 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209. Such registered office and agent may be changed by the corporation upon filing a proper notice of change with the Florida Department of State.

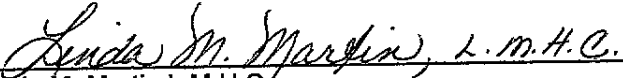
**Article IX: Preemptive Rights**

Each Shareholder of the corporation shall have the right to purchase shares and securities convertible into shares of any class, kind or series of stock in the corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares the Shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty days after receipt of a notice in writing from the corporation, stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

**Article X: Incorporator**

This corporation is being formed by Linda M. Martin L.M.H.C., 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209.

*In Witness Whereof*, I subscribe to these Articles of Incorporation on 23 February 2000.

  
\_\_\_\_\_  
Linda M. Martin L.M.H.C.

Acceptance of Appointment as Registered Agent

FILED  
00 FEB 25 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, Linda M. Martin L.M.H.C., accept my appointment as Registered Agent for Family Counseling Center, Inc., and will maintain the registered office of the corporation in Manatee County, Florida at 6012 9<sup>th</sup> Avenue West, Bradenton, Florida 34209.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: 23 February 2000.

Linda M. Martin, L.M.H.C.  
Linda M. Martin L.M.H.C.