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TRANSMITTAL LETTER

FILED

00 AUG -1 AM 9: 49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: PWC - Cresview, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003342898--0
-08/01/00--01098--005
315.00 *78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Sent By: Laura Whaley
Phone #: (850) 479-1012
EMERALD HEALTHCARE
909 GARDENGATE CIRCLE
PENSACOLA, FL 32504

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

P2 8/7/00

ARTICLES OF INCORPORATION

OF

PHC - CRESTVIEW, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned submits these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida, as contained in Chapter 607 of the Florida Statutes, entitled the "FLORIDA BUSINESS CORPORATION ACT," and to that end sets forth:

ARTICLE ONE

The name of the Corporation is PHC - Crestview, Inc.

ARTICLE TWO

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

909 Gardengate Circle
Pensacola, FL 32504

ARTICLE THREE

The Corporation shall have authority to issue 1,000,000 shares of common stock.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 909 Gardengate Circle, Pensacola, FL 32504, and the name of the initial registered agent at such address is Gregory A. Ellis.

ARTICLE FIVE

The name and address of the Incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Deborah L. McKenney	110 South Stratford Road, Fifth Floor Winston-Salem, NC 27104

ARTICLE SIX

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable

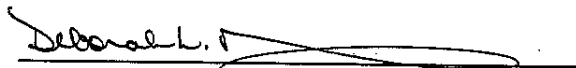
costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the FLORIDA BUSINESS CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

ARTICLE SIX


To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as a director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, I have set my hand, this 20th day of July, 2000.

INCORPORATOR:


Deborah L. McKenney

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

7/21/00
Date

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TALLAHASSEE, FLORIDA