

Division of Corporations

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**PO1000005258****Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****JANE BIDWILL, L.M.H.C., P.A.**

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**ARTICLES OF INCORPORATION  
OF  
JANE BIDWILL, L.M.H.C., P.A.**

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is Jane Bidwill, L.M.H.C., P.A., and the street address of the initial principal office of the Corporation is 224 Commercial Boulevard, Suite 302, Lauderdale by the Sea, Florida, and the mailing address of the Corporation is 224 Commercial Boulevard, Suite 302, Lauderdale by the Sea, Florida.

**ARTICLE II  
PURPOSE**

The Corporation is organized for the purpose of engaging in the business of rendering professional mental health counseling services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice mental health counseling in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional mental health counseling services.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) share of Common Stock having a par value of One Penny (\$.01) per share.

PREPARED BY: Ann M. Burke, Esquire  
English, McCaughan & O'Bryan, P.A.  
100 N.W. Third Avenue, Suite 1100  
Fort Lauderdale, FL 33301  
(954) 462-3300  
Florida Bar No. 093408

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**ARTICLE IV**  
**LIMITATION ON OWNERSHIP OF STOCK**

No stock of this Corporation shall be issued to anyone other than an individual who is a mental health counselor duly licensed to practice in the State of Florida.

**ARTICLE V**  
**DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE**

If any shareholder, officer, employee or agent of this Corporation, who has been rendering professional mental health counseling services to the public, becomes legally disqualified to practice in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continuing rendering of such professional mental health counseling services, he or she shall sever all employment with, and financial interest in, this Corporation forthwith.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jane Bidwill	1985 S.E. 16 <sup>th</sup> Street Pompano Beach, FL 33062

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Jane Bidwill	1985 S.E. 16 <sup>th</sup> Street Pompano Beach, FL 33062

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**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of January, 2001.

  
Jane Bidwill, Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for Jane Bidwill, L.M.H.C., P.A., at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in such capacity. We further agree to comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

Dated: January 11, 2001EMO CORPORATE SERVICES, INC.,  
Initial Registered AgentBy: Patricia L. Donahoe

Patricia L. Donahoe, Assistant Secretary

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