

PO1000023237

Cooper, Byrne, Blue + Schwartz  
Requestor's Name

1358 THOMASWOOD DRIVE  
Address

Tallahassee FL 32312 950-553-4300  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Martin E. Falb, Ph.D., P.A.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
01 MAR -6 AM 10:45  
DIVISION OF CORPORATION

FILED  
01 MAR -6 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

100003802311--4  
-03/06/01--01071--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

10MTH MAR 06 2001

# ARTICLES OF INCORPORATION

OF

**MARTIN E. FALB, Ph.D., P.A.**

FILED  
01 MAR -6 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being duly licensed to practice law in the State of Florida and desiring to form a professional corporation in accordance with Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation:

## I.

### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is Martin E. Falb, Ph.D., P.A. The corporation's initial place of business shall be 217 John Knox Road, Suite 400, Tallahassee, Florida 32303.

## II.

### REGISTERED OFFICE

The address of the corporation's initial registered office in this state is 217 John Knox Road, Suite 400, Tallahassee, Florida 32303. The initial registered agent at the registered office is Martin E. Falb, Ph.D.

## III.

### PURPOSE

The purpose for which the corporation is organized shall be to engage in and carry on the practice of psychology and related counseling and therapy services in the State of Florida, and for all other lawful purposes related thereto.

**IV.**

**DURATION**

The term of existence of the corporation shall be perpetual.

**V.**

**PROFESSIONAL SERVICES**

The professional services of the corporation shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice as psychologists within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this corporation, acting through its duly elected officers, and no officer, employee or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with any applicable provision of Chapter 495, Florida Statutes, or any other applicable law, rule or regulation.

**VI.**

**INCORPORATORS**

The name and address of the incorporator is Martin E. Falb, PH.D., whose address is 217 John Knox Road, Suite 400, Tallahassee, Florida 32303.

**VII.**

**DIRECTORS**

Directors shall be appointed in the manner provided in the By-Laws of the corporation. The Initial Board of Directors of the corporation shall have not less than one (1) nor more than seven (7) members. The name and address of the initial member of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Martin E. Falb, Ph.D.	217 John Knox Road, Suite 400 Tallahassee, Florida 32303

## VIII.

### OFFICERS

The corporation shall have a president, vice president, secretary, treasurer and such other executive officers as may be provided for in the By-Laws. The initial officers shall be:

<u>NAME</u>	<u>TITLE</u>
Martin E. Falb, Ph.D.	President, Secretary, Treasurer

## IX.

### SHARE STRUCTURE

#### 9.1 Classes of Shares.

The maximum number of shares that the corporation is authorized to have outstanding shall be one million (1,000,000) shares of voting capital common stock, having a par value of One Cent (\$0.01) each.

#### 9.2 Restrictions on Issuance and Transfer.

No share of any of the capital common stock of this corporation shall be issued or transferred to any person who is not a psychologist duly licensed to practice in the State of Florida. Nothing herein shall prevent the corporation and its shareholders from entering into any written agreement(s) further restricting or providing terms for the transfer of the stock of the corporation.

9.3 Preemptive Rights: Cumulative Voting.

Holders of the capital stock of the corporation shall have the preemptive right to purchase new shares of stock or securities, and shall also have the preemptive right to acquire stock or securities of the corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

**X.**

**AMENDMENT OF ARTICLES**

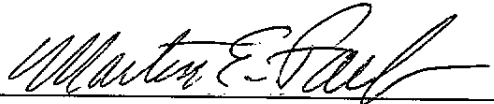
The corporation may, at any time, and from time to time, amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the corporation (or such greater number as may then be required by statute) shall be binding and conclusive on every shareholder of the corporation, as fully as if each shareholder had voted for the change.

**XI.**

**INDEMNIFICATION**

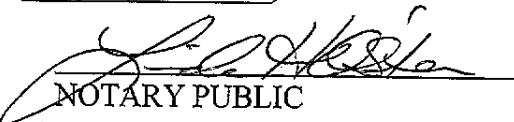
The corporation shall indemnify each of its officers, directors and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened civil action, suit or proceeding to which he or she is or may be made a party by reason of having been a director, officer or employee of the corporation, to the extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 6<sup>th</sup> day of March, 2001.

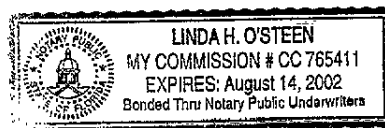
  
MARTINE E. FALB, Ph.D., INCORPORATOR

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and  
administer oaths, appeared Martin E. Falb, Ph.D., who ( ) is personally known to me or  
(X) produced FLORIDA DRIVER LICENSE as identification, and being first duly  
sworn and upon his oath stated that he signed the above Articles of Incorporation for the conditions  
and purposes therein expressed this 6 day of March, 2001.

  
NOTARY PUBLIC

(SEAL)



## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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.

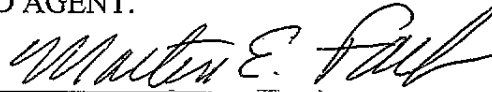
1. The name of the corporation is: Martin E. Falb, Ph.D., P.A.
2. The name and address of the registered agent and office is: Martin E. Falb, Ph.D., 217 John Knox Road, Suite 400, Tallahassee, Florida 32303.



Martin E. Falb, Ph.D., Incorporator

Dated: March 6, 2001

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.



Martin E. Falb, Ph.D.

Dated: March 6, 2001

Registered Agent Filing Fee: \$35.00

FILED  
01 MAR -6 PM 1:18  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE