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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : QUARLES & BRADY LLP  
Account Number : I20000000067  
Phone : (941)262-5959  
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FLORIDA PROFIT CORPORATION OR P.A.

Dr. Keith P. Foster, PHD, P.A.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
DR. KEITH P. FOSTER, PHD, P.A.**

*The undersigned, licensed to practice psychology in the state of Florida, desiring to form a professional association in accordance with Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:*

**ARTICLE I  
NAME AND ADDRESS OF CORPORATION**

The name of this Corporation is **DR. KEITH P. FOSTER, PHD, P.A.** The initial address of the Corporation is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE II  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is Naples-Lawdock, Inc., c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is Naples-Lawdock, Inc.

**ARTICLE IV  
INCORPORATOR**

The name and address of the person signing these articles is: Kevin Carmichael, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

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**ARTICLE V  
INITIAL DIRECTOR**

The initial Director of the Corporation shall be Dr. Keith P. Foster, Phd.

**ARTICLE VI  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

**ARTICLE VII  
PURPOSES AND PROFESSIONAL SERVICES**

The purpose for which the Corporation is to engage in the practice of psychology within the State of Florida, and to take all actions that are necessary or proper in connection with that practice. The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice psychology 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. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of the practice of psychology.

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall indemnify any incorporator, officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the Corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the Corporation.

An officer or director shall not be liable to the Corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the Corporation or on the books and records of the Corporation, or followed what he believed to be sound accounting and business practice.

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The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 5<sup>th</sup> day of June, 2001.



Kevin Carmichael  
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**


PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is **DR. KEITH P. FOSTER, PHD, P.A.**

The name of the initial registered agent of the Corporation is **NAPLES-LAWDOCK, INC., c/o Quarles & Brady LLP, 4501 Tamiami Trail North, Suite 300, Naples, FL 34103-3060.**

**REGISTERED AGENT ACCEPTANCE**

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 that 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.

  
KIMBERLY LEACH JOHNSON, Officer  
NAPLES-LAWDOCK, INC.  
Registered Agent

Date: June 5 2001

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