

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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To:

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

EFFECTIVE DATE

1-1-02

From:

Account Name : LANDIS, GRAHAM, FRENCH, HUSFELD, SHERMAN & FORD, P.A.
Account Number : I20010000031
Phone : (386) 252-4717
Fax Number : (386) 253-7352

FLORIDA PROFIT CORPORATION OR P.A.

Sage Family Counseling, P.A.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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EFFECTIVE DATE

1-1-02

**ARTICLES OF INCORPORATION
OF
SAGE FAMILY COUNSELING, P.A.**

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act, as amended, and adopts the following Articles of Incorporation:

**Article I.
Corporate Name**

The name of this corporation is Sage Family Counseling, P.A.

**Article II.
Duration**

The corporation shall have an effective date of January 1, 2002, and shall exist perpetually.

**Article III.
Purpose**

The corporation is organized for the specific purpose of offering counseling services by a licensed clinical social worker. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida as a professional service corporation.

**Article IV.
Capital Stock**

The corporation is authorized to issue One Thousand (1,000) shares of stock, all of which shall be voting common shares with a par value of \$1.00 (one dollar). All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Shares shall only be issued to a party who qualifies to be a shareholder under the terms of Fla. Stat. sec. 621.11.

**Article V.
Designation of Registered Agent and Office**

The name of the initial registered agent of the corporation is Carl C. Hertenstein. The street

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address of the initial registered office of the corporation is 107 Brandiwood Court, DeBary, FL 32713.

**Article VI.
Principal Office**

The principal place of business and mailing address of the corporation is 107 Brandiwood Court, DeBary, FL 32713.

**Article VII.
Initial Board of Directors**

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The names and addresses of the initial Board of Directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified are as follows:

Carl C. Hertenstein
107 Brandiwood Court
DeBary, FL 32713

Elizabeth J. Hertenstein
107 Brandiwood Court
DeBary, FL 32713

**Article VIII.
Incorporator**

The name and street address of the incorporator of the corporation are as follows:

Carl C. Hertenstein
107 Brandiwood Court
DeBary, FL 32713

**Article IX.
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

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**Article X.
Restrictions on the Transfer of Stock**

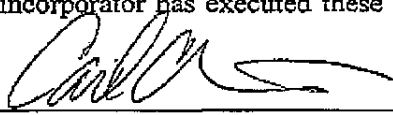
The following language shall appear on the stock certificates:

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

**Article XI.
Amendments**

The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of December, 2001.

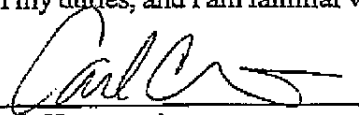


Carl C. Hertenstein, Incorporator

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, 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.

Date: 12/27/01



Carl C. Hertenstein

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