

P02000020219

SARI NEWMAN BERNSTEIN, PhD., P.A.

1966 Spoonbill St.
Jacksonville, Florida 32224

February 7, 2002

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: SARI NEWMAN BERNSTEIN, PhD., P.A.

Dear Madam, dear Sir:

Please find enclosed an original and one (1) copy of the articles of incorporation for **SARI NEWMAN BERNSTEIN, PhD., P.A.** and a check for \$78.75, for the filing fee and certificate.

Thank you for your consideration in this matter.

Best regards,


Sari Newman Bernstein
President

Enclosures/as

FILED
2002 FEB 18 AM 10:21
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TALLAHASSEE FLORIDA

1/2/22/02

ARTICLES OF INCORPORATION

of

SARI NEWMAN BERNSTEIN, Ph.D. P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby form a professional association under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the professional association shall be:

SARI NEWMAN BERNSTEIN, PhD. P.A.

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

**1966 Spoonbill Street
Jacksonville, Florida 32224**

The President and Board of Director members may from time to time move the office to any other place in Florida.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this professional association is to perform NeuroPsychological services for businesses and persons requiring these services.

To manufacture, purchase, or otherwise acquire, and own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the professional association.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the professional association.

To have and exercise all of the powers now or to hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this professional association.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this professional association is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES (1,000) (NO PAR)

ARTICLE IV. TERM

This professional association shall have a perpetual existence.

ARTICLE V. DIRECTORS

This professional association shall have **one (1)** director initially. The number of directors may be increased from time to time by the by-laws. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VI. INITIAL DIRECTOR

The name and address of the member of the first Board of Directors of this professional association are:

**Sari Newman Bernstein
1966 Spoonbill Street
Jacksonville, Florida 32224**

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these articles of incorporation is:

**Sari Newman Bernstein
1966 Spoonbill Street
Jacksonville, Florida 32224**

ARTICLE VII. MISCELLANEOUS

This professional association shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this professional association shall not be required to make any person eligible to hold office or to become a director in this professional association.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this professional association owned by the subscribers to such agreement as they may see fit. The by-laws of this professional association may impose any restrictions on the sale, transfer or encumbrance of the stock of this professional association as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted and amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the professional association and one or more of its directors, or between the professional association and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the professional association and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the professional association, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interest director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall

not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the professional association may also serve the professional association in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNITY

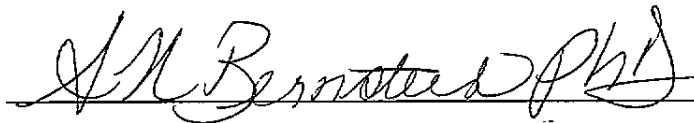
This professional association is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this professional association, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of duty. This professional association may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this professional association not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this professional association that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XI. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by **FIFTY (50) PERCENT** of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal the 12th day of Feb 2002.

Sari Newman Bernstein

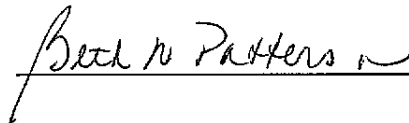


I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

Sari Newman Bernstein

to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 12th day of Feb 2002.



FILED

ARTICLES OF INCORPORATION

2002 FEB 18 AM 10:21

of

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SARI NEWMAN BERNSTEIN, PhD. P.A.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, **SARI NEWMAN BERNSTEIN**, hereby accepts the designation as registered agent of **SARI NEWMAN BERNSTEIN, PhD, P.A.** a Florida profit professional association and agrees to maintain an office as required by Law and accept service or process and other legal notices that are required to be served and may be sent to the professional association at the registered office of the professional association, which is as follows:

SARI NEWMAN BERNSTEIN, PhD., P.A.

1966 Spoonbill Street, Jacksonville, FL 32224

I hereby am familiar with and accept the duties and responsibilities as registered agent for **SARI NEWMAN BERNSTEIN, PhD., P.A.** a professional association established by these articles of incorporation pursuant to the rules and regulations concerning professional associations as established by Statutes of the State of Florida.

DATED this 12 day of February 2002, AD

Sari Newman Bernstein PhD

SARI NEWMAN BERNSTEIN

WITNESS my hand and official seal in County of Duval and the State of Florida, this 12th day of Feb 2002, AD

