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Barron and Redding

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Division of Corporations

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**P02000131687**

## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

DAVID A. LOIRY, PH.D., INC.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 25, 2003

DAVID A. LOIRY, PH.D., INC.  
2003 WILSON AVE  
PANAMA CITY, FL 32405

SUBJECT: DAVID A. LOIRY, PH.D., INC.  
REF: P02000131687

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H03000042569  
Letter Number: 703A00012171

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DAVID A. LOIRY, PH.D., INC.**

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TALLAHASSEE, FLORIDA

The undersigned, who is licensed to practice psychology in the State of Florida, and acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I - NAME**

The Articles of Incorporation are hereby amended to change the name of the corporation to the new name of DAVID A. LOIRY, PH.D., P.A. This amendment was adopted by the board of directors. Shareholder action was not required.

**ARTICLE II - PURPOSE**

This corporation is organized for the following purposes:

- a. To engage in the practice of psychology as a professional corporation and to own and operate a medical clinic for the purposes of providing psychological care and treatment.
- b. To promote psychological scientific research and knowledge; to furnish related clinical services; and to own real and personal property, enter into contracts and engage in any lawful business necessary for or related to the rendering of professional psychological services.

THIS INSTRUMENT PREPARED BY:  
Scott B. Barloga, Esq.  
Fla. Bar No. 48413  
Barron, Redding, Hughes, Fite,  
Bassett, Fensom & Sanborn, P.A.  
220 McKenzie Avenue  
P.O. Box 2467  
Panama City, FL 32402  
(850) 785-7454

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c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional psychological services in the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of no par value of common stock, which shall be of a single class of common stock and shall be designated "Common Shares".

### **ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of the corporation in the State of Florida is 2003 Wilson Avenue, Panama City, FL, 32405, and the name of the initial registered agent is David A. Loiry, whose address is 2113 Fox Run, Lynn Haven, FL 32444.

### **ARTICLE V - BOARD OF DIRECTORS**

The corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by a method of election as stated in the Bylaws, but shall never be less than one (1). The name and address of the director of this corporation are as follows:

NAME  
David A. Loiry

ADDRESS  
2113 Fox Run  
Lynn Haven, FL 32444

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**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - CUMULATIVE VOTING RIGHTS**

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

**ARTICLE VIII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX - TERM OF EXISTENCE**

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE X - DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least four-fifths of the outstanding

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shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

**ARTICLE XI - INCORPORATOR**

The name of the person signing these articles is David A. Loiry, whose address is 2113 Fox Run, Lynn Haven, FL 32444.

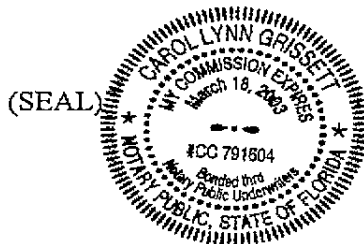
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 24<sup>th</sup> day of February, 2003.

David A. Loiry, President  
David A. Loiry, President  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of February, 2003, by David A. Loiry, who: (notary **must** check applicable box)

- ☒ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.



Carol Lynn Grissett  
(Print Name)  
Notary Public  
Serial # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

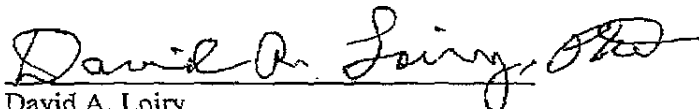
**OF**

**DAVID A. LOIRY, PH.D., P.A.**

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.

Dated this 24<sup>th</sup> day of February, 2003.



David A. Loiry  
Registered Agent

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