

Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations  
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From:

Account Name : WEBSTER & PARTNERS, P.L.  
Account Number : I20000000284  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**CARLSON HEALTH PROMOTION, P.A.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
CARLSON HEALTH PROMOTION, P.A.**

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract and a psychologist duly licensed to render professional services as such, hereby associates herself in the formation of a professional corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 621, Florida Statutes:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be **CARLSON HEALTH PROMOTION, P.A.** The corporation shall have perpetual existence.

**ARTICLE II  
GENERAL PURPOSE**

The general purpose for which this corporation is organized shall be:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a Psychologist duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice psychology in this state.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of one cent (\$0.01) per share.

Prepared by Gregory A. Chaires, Esq.  
Webster, Chaires & Partners, P.L.  
1936 Lee Road, Suite 101  
Winter Park, FL 32789  
Florida Bar # 964808

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ARTICLE IV  
SHAREHOLDER RESTRICTIONS

No one other than an individual who is duly licensed or otherwise legally authorized to practice psychology in the State of Florida may own stock of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock. Any stockholder who becomes legally disqualified to practice law shall sever all employment with and financial interest in the corporation. No shareholder of the corporation may sell or transfer his/her stock in this corporation, except to another individual duly licensed or otherwise legally authorized to practice psychology in the State of Florida as permitted by the bylaws of the Corporation.

ARTICLE V  
TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

ARTICLE VI  
PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office, registered office, and mailing address of the Corporation in the State of Florida is 100 SW 75<sup>th</sup> Street, Suite 103, Gainesville, Florida 32607.

The name and address of the initial registered agent of this corporation is W&P Services, Inc., 1936 Lee Road, Suite 101, Winter Park, FL 32789

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this corporation or until her successor is elected or appointed and qualified, is:

Dawn Carlson, Ph.D.  
1505 Fort Clark Blvd.,  
Apt. 12-105  
Gainesville, FL 32606

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ARTICLE VIII  
INCORPORATOR

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

Name  
W&P Services, Inc.

Address  
1936 Lee Road, Suite 101  
Winter Park, Florida 32789

ARTICLE IX  
AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X  
INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator had made and subscribed these Articles of Incorporation at Winter Park, Florida, this 15<sup>th</sup> day of July, 2003.

W&P Services, Inc.

By: Gregory A. Chaires  
Gregory A. Chaires, Vice President

Acceptance by Registered Agent

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 15<sup>th</sup> day of July, 2003

W&P Services, Inc.

By: Gregory A. Chaires  
Gregory A. Chaires, Vice President

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