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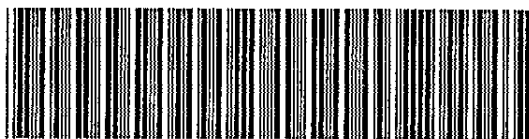
(Business Entity Name)

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04 FEB 27 AM 8:36
TALLAHASSEE, FLORIDA

✓
2/29/04

LAW OFFICES OF
WILLIAM J. KANANACK

SUITE 600-ONE HARBOR PLACE
1901 S. HARBOR CITY BLVD.
MELBOURNE, FL 32901

TELEPHONE (321) 726-8595
FACSIMILE (321) 726-8255
wjklaw.com

FARKAS & MORSE LLP
1101 30TH STREET, NW
WASHINGTON, DC 20007
wjklaw@farkasmorse.com

February 24, 2004

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6237
Tallahassee, FL 32314

Re: PARKWAY PSYCHIATRY AND FAMILY COUNSELING, P.A.

To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced professional association together with a check to cover the following costs:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy of Charter	<u>\$ 8.75</u>
TOTAL	\$78.75

Upon your acceptance and filing of the enclosed Articles of Incorporation, please send a certified copy to the undersigned.

Thank you.

Sincerely yours,



William J. Kananack

C: Gary Mosher, MD

ARTICLES OF INCORPORATION

PARKWAY PSYCHIATRY AND FAMILY COUNSELING, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional association under the laws of the State of Florida.

ARTICLE I

NAME

The name of this professional association is Parkway Psychiatry and Family Counseling, P.A. ("Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 3160 Hilliard Court, Melbourne, FL 32934 until such time as it shall notify the Department of State of the State of Florida of any change.

ARTICLE III

NATURE OF BUSINESS

The general nature of the activities for this Corporation shall be as follows:

- A. To engage solely and specifically in the business of rendering professional medical services that are customarily provided by licensed physicians under the laws of the State of Florida.
- B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this Corporation.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall commence on the date these Articles are filed with the Secretary of State, and thereafter shall have perpetual existence unless dissolved according to law.

ARTICLE V
CORPORATE CAPITALIZATION

A. 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 (1,000) shares of common stock having a par value of \$0.01 per share.

B. The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of common stock for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these Articles of Incorporation, as amended, or the Bylaws of the Corporation.

ARTICLE VI
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock of the Corporation.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 3160 Hilliard Court, Melbourne, FL 32934. The name of the initial Registered Agent at that address is GARY MOSHER, MD.

ARTICLE VIII
BOARD OF DIRECTORS

A. The business of this Corporation shall be managed by the Board of Directors. The initial Board of Directors shall have one (1) Director.

B. Subject to these Articles and the Bylaws, the number of Directors may be either increased or diminished from time to time by the Bylaws, adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of the Corporation, or until a successor is elected or appointed and has qualified, is:

Name

GARY MOSHER, MD

Street Address

3160 Hilliard Court
Melbourne, FL 32934

ARTICLE IX

BYLAWS

The power to adopt, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE X

SHAREHOLDER QUALIFICATION

The stock of this Corporation may be issued, owned and registered only in the name or names of an individual or individuals, who are duly authorized and licensed by the State of Florida to practice medicine. No shareholder may sell, transfer or encumber his or her stock, except to an individual who is eligible to be a shareholder of this Corporation. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

Name

GARY MOSHER, MD

Street Address

3160 Hilliard Court
Melbourne, FL 32934

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on this 24th day of February 2004.



GARY MOSHER, INCORPORATOR

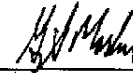
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 607.0501 of the Florida Statutes, the following is submitted:

That Parkway Psychiatry and Family Counseling, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Melbourne, Brevard County, Florida, has named GARY MOSHER, MD, located at 3160 Hilliard Court, Melbourne, FL 32934 as its agent to accept service of process within Florida.



INCORPORATOR

Date:

2/24/04

Having been named to accept service of process 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.



REGISTERED AGENT

Date:

2/24/04