

JUN 21 2003 3:08 PM

Division of Corporations

HF LPS E T 00

Page 1 of 1

P.2

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000130361 3)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : WEBSTER & PARTNERS, P.L.  
Account Number : I20000000284  
Phone : (407)691-0500  
Fax Number : (407)691-0501

04 JUN 21 AM 8:31

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**LMHC, P.A.**

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

Electronic Filing Web

Corporate Filing

Public Access Web

04 JUN 21 AM 8:31

(((H04000130361 3)))

**ARTICLES OF INCORPORATION**  
**OF**  
**LMHC, P.A.**

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract and a licensed mental health counselor 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 LMHC, 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 Licensed Mental Health Counselor 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 medicine 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 Hundred (100) shares of common stock having a par value of one cent (\$0.01) per share.

**ARTICLE IV**  
**SHAREHOLDER RESTRICTIONS**

No one other than an individual who is duly licensed or otherwise legally authorized to practice mental health counseling in the State of Florida may own stock of this corporation.

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

(((H04000130361 3)))

((H04000130361 3)))

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 mental health counseling 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 mental health counseling 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

The address of the principal office and mailing address of the Corporation in the State of Florida is 532 Virginia Drive, Orlando, Florida 32803.

ARTICLE VII  
REGISTERED AGENT

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

ARTICLE VIII  
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:

Debra St. Louis  
532 Virginia Drive  
Orlando, Florida 32803

((H04000130361 3)))

((H04000130361 3)))

ARTICLE IX  
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
W&P Services, Inc.	1936 Lec Road, Suite 101, Winter Park, Florida 32789

ARTICLE X  
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 XI  
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 21<sup>st</sup> day of June, 2004.

W&P Services, Inc., a Florida corporation

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 21<sup>st</sup> day of June, 2004

W&P Services, Inc., a Florida corporation

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 JUN 21 AM 8:31

((H04000130361 3)))