

PD5000070008

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

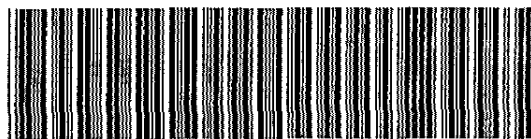
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200053852222

US/11/US--01054--002 **87.50

FILED
CLERK OF STATE
DIVISION OF REGISTRATIONS
05 MAY 11 PM 1:20

B. McKnight MAY 12 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Valve Options of Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen R. Ford
Name (Printed or typed)

240 Corporate Blvd.
Address

Norfolk VA 23502
City, State & Zip

757-459-5495
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
VALUEOPTIONS OF FLORIDA, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is ValueOptions of Florida, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is and the mailing address of the Corporation is 240 Corporate Blvd., Norfolk, Virginia 23502.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in the provision of behavioral health care services and for transacting any and all other lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares, which the corporation shall have the authority to issue, and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	1,000	\$1.00

05 MAY 11 PM 1:20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Robert More
3014 N. US 301, Suite 1000
Tampa, Florida 33619

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have a total of one (1) Initial Director. The number of Directors may be increased or decreased by vote of the Shareholders.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Stephen R. Ford
240 Corporate Boulevard
Norfolk, Virginia 23502

ARTICLE VIII
INDEMNIFICATION

To the full extent that the Act, as it exists on the date hereof or may hereinafter be amended, permits the limitation or elimination of the liability of directors and officers, a director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages. If elimination of the liability is not permitted, the limitation of liability shall be (1) \$1.00 or the minimum amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (2) the full extent of the limitation set forth in such Act if no specific dollar amount is required to be stated.


The Corporation shall indemnify an individual made a party to a proceeding because he is or was a director or officer of the Corporation against liability incurred in the proceeding if he conducted himself in good faith, and he believed, in the case of his conduct in his official capacity with the Corporation, that his conduct was in its best interest; and in all other cases, that his conduct was at least not opposed to its best interests and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The determination whether a director or officer has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification. The Corporation may not indemnify (1) in connection with a proceeding by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation, or (2) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is party to a proceeding in advance of final disposition of the proceeding if (1) the director or officer furnishes the Corporation a written statement of his good faith belief that he has met the standard of conduct described herein, (2) the director or officer furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.

All terms defined in the Act, as enacted and in effect on the date of these Articles of Incorporation, shall have the same meaning when used in this article. In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this article shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person. Any amendment to or repeal of this

Article Eight shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. Notwithstanding the foregoing, payments under this section with respect to a claim for indemnification shall be reduced to the extent the director or officer has not made reasonable efforts to reduce the amount of an indemnified loss by seeking contributions from other sources.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of April, 2005.


Stephen R. Ford
Incorporator

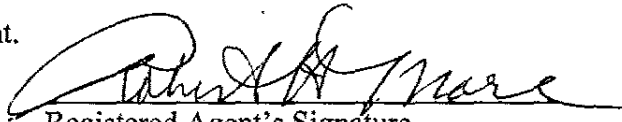
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is ValueOptions of Florida, Inc.
2. The name and address of the registered agent and office are:

Robert More
3014 N. US 301, Suite 1000
Tampa, Florida 33619

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent's Signature

Dated: April 25, 2005

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 11 PM 1:20