

UCC SERVICES

Fax: 850-681-6011

Sep 17 2008 14:49

P.01

Division of Corporations

Page 1 of 1

P08000085508

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.**

((H08000216319 3)))



H080002163193ABC/

**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) 617-6381

From: Account Name : UCC FILING & SEARCH SERVICES, INC.  
Account Number : I19980000054  
Phone : (850) 681-6528  
Fax Number : (850) 681-6011

RECEIVED  
08 SEP 16 PM 4:02  
DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

Steven W. Saldukas, Ph.D., P.A.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SP 9/17/08

FILED  
08 SEP 16 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION  
OF**

**STEVEN W. SALDUKAS, PH.D., P.A.**

FILED  
08 SEP 16 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation under the Professional Service Corporation and Limited Liability Company Act, as particularly set forth in Chapter 621 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the professional service corporation is Steven W. Saldukas, Ph.D., P.A.

**ARTICLE II - NATURE OF BUSINESS**

This professional service corporation is organized for the following purposes:

- (a) To engage in the practice of psychology as a professional corporation and to own or lease and operate an office for that purpose.
- (b) To do everything necessary, proper or convenient to accomplish any of the purposes set forth in these Articles of Incorporation, and to do every other act incidental to the corporate purposes which is not forbidden by Florida law or by the provisions of these Articles of Incorporation.

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

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this professional service corporation at any regular or special meeting.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed as a psychologist in the State of Florida.

#### ARTICLE IV - OTHER STOCK

The Board of Directors of this professional service corporation is authorized to issue other shares of the professional service corporation under such terms and conditions as said Board deems in the best interests of this professional service corporation.

#### ARTICLE V - TERM OF EXISTENCE

This professional service corporation shall have perpetual existence.

#### ARTICLE VI - ADDRESS

The initial street address of the principal office of this professional service corporation is 1415 Panther Lane, #239, Naples, Florida 34109, and its mailing address is the same. The Board of Directors may from time to time designate such other address and place for the principal office of this professional service corporation as it may see fit.

#### ARTICLE VII - DIRECTORS

The business and the affairs of this professional service corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director shall be as follows:

Steven W. Saldukas  
1415 Panther Lane, #239  
Naples, Florida 34109

FILED  
08 SEP 16 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

**Jeff M. Novatt, Esq. 821 Fifth Avenue South, Suite 201  
Naples, Florida 34102**

### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional service corporation is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of this professional service corporation is Jeff M. Novatt.

### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the professional service corporation's existence shall begin when these Articles of Incorporation are acknowledged.

### ARTICLE XI - VOTING RIGHTS

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

### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors or the Shareholders as set forth in the By-Laws.

### ARTICLE XIII - INDEMNIFICATION

This professional service corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by Florida law.

### ARTICLE XIV - PREEMPTIVE RIGHTS

The professional service corporation elects not to have preemptive rights as provided for by the Florida Business Corporation Act.

FILED  
08 SEP 16 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

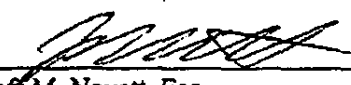
**ARTICLE XV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting or by written consent of a majority of the stock entitled to vote thereon.

**ARTICLE XVI-SHAREHOLDERS' AGREEMENTS**


The shareholders may restrict the discretion of the Board of Directors in its management of the business of the professional service corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the professional service corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the professional service corporation for examination by the shareholders.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of September, 2008.

  
\_\_\_\_\_  
Jeff M. Novatt, Esq.  
Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this professional service corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
Jeff M. Novatt, Esq.  
Registered Agent

FILED  
08 SEP 16 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA