

Apr. 22, 2010

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Clelland Counseling & Consulting Services, P.A.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF**

CLELLAND COUNSELING & CONSULTING SERVICES, P.A.

The undersigned incorporator of these articles of incorporation being a duly licensed clinical social worker authorized to provide psychotherapy services under the laws of the State of Florida adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. 621 and other laws under the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation shall be: CLELLAND COUNSELING & CONSULTING SERVICES, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 5095 Fairways Circle, #107, Vero Beach, Florida 32967

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of providing psychotherapy services. The professional service corporation shall not engage in any business other than the rendering of professional services for which it was formed. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

This professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$10.00 per share.

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

ARTICLE VI - DESIGNATION OF REGISTERED AGENT

The address of the initial registered office of this professional service corporation is 5095 Fairways Circle, #107, Vero Beach, Florida 32967. The name of the initial Registered Agent at that address is Gayle L. Clelland.

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ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

NAME

Gayle L. Clelland

ADDRESS

5095 Fairways Circle, #107
Vero Beach, Florida 32967

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator is Gayle L. Clelland whose address is 5095 Fairways Circle, #107, Vero Beach, Florida 32967.

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another professional corporation, professional limited liability company or individual, each of which must be eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any officer, shareholder, agent, or employee of the professional service corporation becomes legally disqualified to render such professional services or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in the professional service corporation forthwith.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

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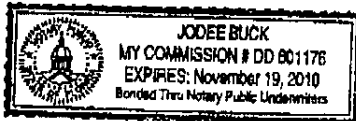
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of April, 2010.

Gayle L. Clelland
Gayle L. Clelland

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing Articles of Incorporation were acknowledged before me on the 21st day of April, 2010, by Gayle L. Clelland, who is personally known to me or who has produced Florida drivers license as identification.



Jodee Buck
Notary Public, State of Florida
Print Name: Jodee Buck
My Commission No. is: DD 601176
My Commission Expires: 11/19/10

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

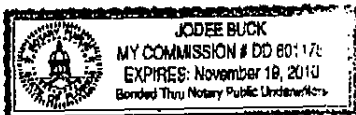
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL SERVICE CORPORATION, AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

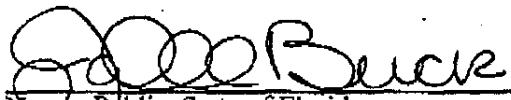

Gayle L. Clelland, Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 21st day of April, 2010, by Gayle L. Clelland, who is personally known to me or who has produced FL drivers license as identification.

SEAL




Notary Public, State of Florida
Print Name: Jodee Buck
My Commission No. is: DD601176
My Commission Expires: 11/18/10

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2010 APR 22 AM 10:00
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TALLAHASSEE, FLORIDA

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