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# Bivins & Hemenway, P.A.

Attorneys At Law

1060 Bloomingdale Avenue, Valrico, Florida 33596 • Office: 813-643-4900 • Fax: 813-643-4904

December 29, 2010

**VIA FEDEX**

Division of Corporations  
Cifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

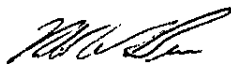
Re: Articles of Incorporation of Valarie A. Kager, Ph.D., P.A.

Dear Sir or Madame:

Enclosed are the Articles of Incorporation of Valarie A. Kager, Ph.D., P.A., which were executed on December 28, 2010, but have a designated effective date of January 1, 2011, together with check no. 1075 drawn from our firm trust account in the amount of \$70.00 for payment of the associated filing fee.

Please file the enclosed Articles of Incorporation and return the "filed" copy to my attention in the enclosed self-addressed, postage prepaid envelope. In the meantime, please let me know if you have any questions regarding this filing.

Very truly yours,



Robert W. Bivins

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RWB/scs  
Enclosures

Kager/TransLtrtoDivisionofCorp.FilingofArticlesofIncorp.12-29-10

**ARTICLES OF INCORPORATION**

**OF**

**VALARIE A. KAGER, Ph.D., P.A.**

The undersigned, acting as the incorporator of Valarie A. Kager, Ph.D., P.A. under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

Valarie A. Kager, Ph.D., P.A.

**ARTICLE II. CORPORATE PURPOSE**

The corporation may engage in every aspect of the practice of psychology and shall not engage in any business other than the practice of psychology.

**ARTICLE III. CORPORATE POWER**

The corporation shall have all the powers granted to all corporations organized under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act except that the corporation shall not have the power to engage in any business other than the rendition of the professional services for which it was incorporated as set forth in Article II. Notwithstanding the foregoing, the corporation may invest its funds in bonds, stocks, real estate, and other types of investments, and the corporation may own any real and personal property that is necessary for the rendition of the professional services set forth in Article II.

**ARTICLE IV. RENDITION OF PROFESSIONAL SERVICES**

The corporation shall render the professional services described in Article II only through its agents, officers, directors, employees, and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice psychology. The terms "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

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TALLAHASSEE, FLORIDA

#### **ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal business office and mailing address of the corporation is:

1074 Bloomingdale Avenue  
Valrico, Florida 33596

#### **ARTICLE VI. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 100 shares of common stock, having a par value of \$0.01 per share.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The name and street address of the initial director are:

**Name**

**Address**

Valarie A. Kager

1074 Bloomingdale Avenue  
Valrico, Florida 33596

#### **ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT**

The name of the corporation's initial registered agent and the street address of the initial registered office of the corporation are:

**Name**

**Address**

Robert W. Bivins

1060 Bloomingdale Avenue  
Valrico, Florida 33596

#### **ARTICLE IX. LIMITATION ON ISSUANCE AND TRANSFER OF STOCK**

The corporation may issue its capital stock only to individuals who are duly licensed or otherwise legally authorized to practice psychology in the State of Florida and who are agents, officers, or employees of the corporation. In the event that a shareholder:

- (a) Becomes legally disqualified to practice psychology in the state of Florida;

- (b) sells, assigns, conveys, pledges, transfers, hypothecates, or otherwise disposes of, or attempts to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation to any person ineligible by law or by the Articles of Incorporation to be a shareholder in the corporation, or if the sale, pledge transfer, assignment, conveyance, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation is made in a manner prohibited by law, the Articles of Incorporation, or the Bylaws of the corporation; or
- (c) suffers an execution to be levied upon his or her capital stock, or the capital stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in the capital stock in some person other than a shareholder;

the capital stock of the shareholder immediately shall be deemed forfeited; the corporation immediately shall cancel the shares of capital stock owned of record by the shareholder; and the shareholder or other person in possession of the capital stock shall be entitled only to receive payments for the value of the capital stock which, in the absence of a bylaw provision, a provision in the Articles of Incorporation, a written agreement between the corporation and its shareholders, or a written agreement among its shareholders, shall be the book value as of the last day of the month preceding the month in which any of the events enumerated above occurs. The shareholder whose shares of capital stock become forfeited and are cancelled by the corporation shall immediately cease to be a shareholder, and except as to the shareholder's right to receive payment for the capital stock in accordance with the foregoing provision and the payment of any other sums the lawfully due and owing to the shareholder by the corporation, the shareholder shall terminate his or her employment with the corporation and shall have no further financial interest of any kind in the corporation.

#### **ARTICLE X. ALIENATION OF STOCK**

No shareholder of the corporation may sell, assign, convey, transfer, or otherwise dispose of any of his or her shares of capital stock in the corporation except to another individual who is duly qualified to be a shareholder of the corporation.

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent with the Articles of Incorporation, restraining the alienation of shares of capital stock of the corporation and providing for the purchase or redemption by the corporation of its shares of capital stock.

**ARTICLE XI. INCORPORATOR**

The name and street address of the incorporator is:

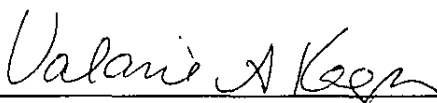
Valarie A. Kager  
1074 Bloomingdale Avenue  
Valrico, Florida 33596

The incorporator assigns to the corporation her rights under section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she has as incorporator to acquire any of the capital stock of the corporation; this assignment shall become effective on the date corporate existence begins.

**ARTICLE XII. EFFECTIVE DATE**

The corporation's existence shall begin effective January 1, 2011, upon the filing of these Articles of Incorporation with the Florida Department of State.

**EXECUTION DATE:** December 28 2010

  
\_\_\_\_\_  
**VALARIE A. KAGER**  
as Incorporator

**VALARIE A. KAGER, Ph.D., P.A.**

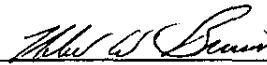
**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Valarie A. Kager, Ph.D., P.A., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 1060 Bloomingdale Avenue, Valrico, Florida 33596, has named Robert W. Bivins, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Valarie A. Kager, Ph.D., P.A., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with and accepts the obligations of, Section 607.0501, Florida Statutes.

**EXECUTION DATE:** December 28, 2010



**ROBERT W. BIVINS**  
as Registered Agent

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2010 DEC 30 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA