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SPIEGEL & UTRERA PA

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**VANTAGE POINT COUNSELING & WELLNESS INC.**

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**Spiegel & Utrera, P.A.**

Counselors &amp; Attorneys at Law

*ATTN: William Housai, Esq.*

RACHELLE M. ADAMS  
HARSH ARORA  
GRACIELA R. CANTUNCAL  
MICHAEL B. CARRIGAN  
WILLIAM M. HOMER  
TAMARA L. KLOPFENSTEIN  
GUSTAVO A. REARTE, JR.  
COURTNEY RIDDARD

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Miami, FL 33145  
Telephone (305) 854-6000  
Facsimile (305) 857-3700

Please reply to  
Post Office Box 450606  
Miami, FL 33245-0606

SENIOR PARALEGALS  
GRACIELA BATTAGLIA CLAUDIA MEXINO

<sup>1</sup> Licensed in Florida  
<sup>2</sup> Licensed in Florida & New York  
<sup>3</sup> Licensed in Florida  
<sup>4</sup> Licensed in California  
<sup>5</sup> Licensed in Nevada  
<sup>6</sup> Licensed in New York, New Jersey  
<sup>7</sup> Licensed in California  
<sup>8</sup> Licensed in California & Illinois  
<sup>9</sup> Licensed in New York, Florida & Qualified to practice  
in England and Wales  
<sup>10</sup> Licensed in Florida and Registered as a Foreign  
Lawyer in England and Wales  
<sup>11</sup> Licensed in Florida, Georgia & Qualified to practice  
in England and Wales

November 22, 2013

Re: VANTAGE POINT COUNSELING & WELLNESS INC.  
Document Number: P12000074745  
6601 MEMORIAL HIGHWAY, SUITE 238  
TAMPA, FL 33615

To Whom It May Concern:

VANTAGE POINT COUNSELING & WELLNESS INC. was administratively dissolved on  
September 27, 2013.

As the President and shareholder of VANTAGE POINT COUNSELING & WELLNESS INC, I have  
no plans to revoke the administrative dissolution and reinstate VANTAGE POINT COUNSELING  
& WELLNESS INC. I would like to immediately release the name VANTAGE POINT  
COUNSELING & WELLNESS INC. Inc. in order to form VANTAGE POINT COUNSELING &  
WELLNESS INC. (a Florida Profit Corporation).

Thank you,

*Dr. Charles M. Murphy-McNear*  
Dr. Charles M. Murphy-McNear, President

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## **ARTICLES OF INCORPORATION**

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### **OF**

## **VANTAGE POINT COUNSELING & WELLNESS INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### **ARTICLE 1 - NAME**

The name of the Corporation is **VANTAGE POINT COUNSELING & WELLNESS INC.**, (hereinafter, "Corporation").

### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 6601 West Memorial Highway, Suite 228, Tampa, Florida 33615 and the mailing address is the same.

### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
1840 Southwest 22nd Street, 4th Floor  
Miami, Florida 33145

### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Dr. Cherise M. Murphy-McNear
Vice-President:	Dr. Cherise M. Murphy-McNear
Secretary:	Dr. Cherise M. Murphy-McNear
Treasurer:	Dr. Cherise M. Murphy-McNear

whose mailing addresses shall be the same as the principal office of the Corporation.



**SPIEGEL & UTRERA, P.A.**  
LAWYERS

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VANTAGE POINT COUNSELING & WELLNESS INC.  
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**ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Dr. Cherise M. Murphy-McNear

whose mailing addresses shall be the same as the principal office of the Corporation.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



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**H13000262361 3**VANTAGE POINT COUNSELING & WELLNESS INC.  
Page 3**ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

**SPIEGEL & UTRERA, P.A.**  
LAWYERS[www.amerilawyer.com](http://www.amerilawyer.com)

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VANTAGE POINT COUNSELING & WELLNESS INC.  
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**ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



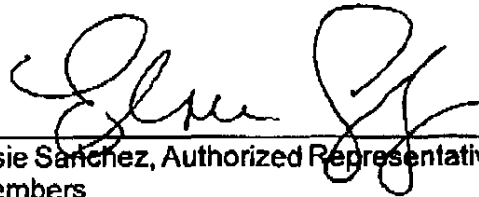
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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 27 November 2013.

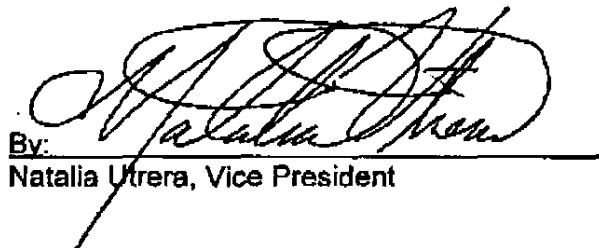


Elsie Sanchez, Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.



By:  
Natalia Utrera, Vice President



**SPIEGEL & UTRERA, P.A.**  
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