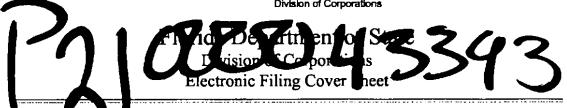
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FLORIDA PROFIT/NON PROFIT CORPORATION

Cognitive Health Clinics, Professional Association

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May 11, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CUNSTER, YOAKLEY

SUBJECT: COGNITIVE HEALTH CLINICS, PROFESSIONAL ASSOCIATION

REF: W21000064428

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Neysa Culligan Regulatory Specialist III FAX Aud. #: E21000187579 Letter Number: 921A00009811

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ARTICLES OF INCORPORATION

OF

COGNITIVE HEALTH CLINICS, PROFESSIONAL ASSOCIATION

(A Florida Professional Association - Profit Corporation)

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, pursuant to Section 621.05 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: Cognitive Health Clinics, Professional Association (the "Corporation")

ARTICLE II

ADDRESS

The street and mailing address of the Corporation is 1990 Main Street, Suite 750, Sarasota FL 34236.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in the business of rendering professional medical services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional medical services.

<u>ARTICLE IV</u>

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

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ARTICLE V

LIMITATION ON OWNERSHIP OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is apphysician duly licensed to practice medicine in the State of Florida.

ARTICLE VI

DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE

If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional medical services to the public, becomes legally disqualified to practice medicine in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional medical services, he shall sever all employment with, and financial interest in, this Corporation forthwith.

ARTICLE VII

BOARD OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. The initial members of the Board of Directors are:

William Nields, M.D.: 1990 Main Street, Suite 750, Sarasota Florida 34236

Howard A. Burde: 1990 Main Street, Suite 750, Sarasota Florida 34236

Debra Geihsler: 1990 Main Street, Suite 750, Sarasota, Florida 34236

ARTICLE VIII

OFFICERS

The manner in which the officers are elected or appointed shall be as provided in the Bylaws. The initial officers of the Corporation are as follows:

President William Nields, M.D.

Secretary/Treasurer: Howard A. Burde

ARTICLE IX

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301, and the name of the registered agent of the Corporation at that address is Cogency Global, Inc.

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ARTICLE X

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Howard A. Burde c/o Cognitive Health Centers, LLC 1990 Main Street, Suite 750 Sarasota Florida 34236

ARTICLE XI

INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent of the Corporation.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of

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such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XIII

AMENDMENTS TO BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders of the Corporation if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 6th day of May, 2021.

/s/ Howard A. Burde	
Howard A. Burde, Incorporator	

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the abovestated 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 as provided for in Chapter 607, Florida Statutes.

COGENCY GLOBAL INC.

Dated: May 10, 2021 /s/ Kathy A. Butler

By:

Kathy A. Butler, Asst. Secretary