

5/10/2021

Lara, Michelle (561) 671-2556

(01/06) 05/12/2021 02:31:10 PM

Division of Corporations

P2100018757943393

Florida Department of State  
Division of Corporations  
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.**

(((H21000187579 3)))



H210001875793ABC7

**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 : GUNSTER, YOAKLEY & STEWART, P.A.  
Account Number : 076117000420  
Phone : (561)650-0728  
Fax Number : (561)671-2527

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: howard@burdelaw.com

2021 MAY 12 PM 4:40

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Cognitive Health Clinics, Professional Association**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

2021 MAY 12 PM 4:38

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

PLEASE RETAIN FILING DATE OF MAY 10, 2021. THANK YOU!



May 11, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GUNSTER, YOAKLEY

SUBJECT: COGNITIVE HEALTH CLINICS, PROFESSIONAL ASSOCIATION  
REF: W21000064428

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The Articles are blurry.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan  
Regulatory Specialist III

FAX Aud. #: H21000187579  
Letter Number: 921A00009811

**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.

**ARTICLE IV**

**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.

H21000187579 3

**ARTICLE V****LIMITATION ON OWNERSHIP OF STOCK**

No stock of this Corporation shall be issued to anyone other than an individual who is a physician 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 Geihlsler: 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.

H21000187579 3

**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

H21000187579 3

H21000187579 3

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 6<sup>th</sup> 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 above-stated 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