# P950000000074

828 Southeast Fort King Street Ocala, Florida 34471

Mailing Address. Post Office Box 184 Ocala, Florida 34478

Telephone (904) 732-8899 Escalmile (904) 732-7196

January 18, 1995

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314

Dear Sirs:

Enclosed are the Articles of Incorporation for Adult & Child Counseling Center, P.A., along with my check in the amount of \$122.50 to cover the filing fee, certificate of designation of registered agent and for a certified copy of charter.

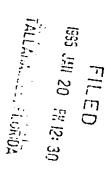
Please return the Charter upon filing.

Sincerely yours,

Margardt Palmer

MP/tk Enclosures

> 8007001365576 -01/20/35-81033-002 -+++122.50 ++++12.50



ARTICLES OF INCORPORATION OF ADULT & CHILD COUNSELING CENTER, P.A.

PILED 1995 JAH 20 PH 12:

The undersigned subscribers to these Articles Albitance Incorporation, natural persons competent to contract and legally licensed as mental health professionals in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

# ARTICLE I

The name of the corporation is ADULT & CHILD COUNSELING CENTER, P.A.

#### ARTICLE II PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

To contract to provide and to provide psychological counselling, testing, consultation and related services, and to render such services as are ancillary thereto. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other powers which a Florida professional corporation, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein, without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any or all powers necessary, convenient or advisable to accomplish one or more of the purposes of the Corporation, or which shall at any time appear to be for the benefit of the Corporation in connection therewith, which may now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Florida.

#### ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Comporation may be issued to anyone other than an individual who is duly licensed to act as a mental health professional in the State of Florida.

## ARTICLE IV

The Corporation shall have perpetual existence.

#### ARTICLE V ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 3300 S.W. 34th Avenue, Sutice 124-D, Ocala, Florida 34474, and the name of its initial registered agent is PHILIP T. MANNWEILER. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### ARTICLE VI DIRECTORS

The Corporation shall be managed by a Board of Directors of at least two (2) Directors. No person shall serve as a Director of the Corporation unless the person is a duly licensed mental health professional in the state of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

PHILIP T. MANNWEILER 608 N.E. 48th Avenue Ocala, Florida 34470

JOSEPH F. MELOCCHI 722 S.E. 17th Avenue Ocala, Florida 34471

#### ARTICLE VII SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is a duly licensed mental health professional in the State of Florida, are as follows:

PHILIP T. MANNWEILER 608 N.E. 48th Avenue Ocala, Florida 34470

JOSEPH F. MELOCCHI 722 S.E. 17th Avenue Ocala, Florida 34471

# ARTICLE VIII RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

# ARTICLE IX DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

### ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the day of

HILIP T. MANNWEILER

JOSEPH F. MELOCCHI

#### ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the abovestated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: PHILIP T. MANNWEILER
Registered Agent

STATE OF FLORIDA COUNTY OF MARION

BEFORE ME, personally appeared PHILIP T. MANNWEILER, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the \_\_\_\_\_\_ day of

NOTARY PUBLIC, State of Florida at Large Print Notary Name:

My Commission Expires:

MARGARET PALMER
MY COMMISSION # CC 303873
EXPIRES: May 18, 1998
Annual Thru Notary Public Underwriters

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