

**P95 0000 39577**

**SWANSON, SPERLING & CLAYTON, P.A.**

CYNTHIA STUMP SWANSON • SHARON T. SPERLING • JOYE M. CLAYTON  
500 East University Avenue • Suite C • Gainesville, Florida 32601 • (904) 375-5602 • (904) 373-7292 FAX

May 16, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Robert B. David, Ph.D. and Judith M. McBride, Ph.D., Inc.

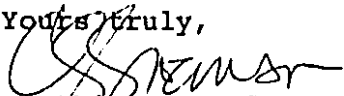
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Articles of Incorporation for filing. Also enclosed is a check in the amount of \$70.00, for the payment of the following fees:

Filing Fee:	\$35.00
Registered Agent Designation:	\$35.00

Thank you for your cooperation in filing these Articles.

Yours truly,

  
Cynthia Stump Swanson

CSS/hap  
Enclosure  
cc: Robert B. David, Ph.D.  
Judith M. McBride, Ph.D.

200001491673  
-05/17/95--01136--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

D. BROWN MAY 18 1995

ARTICLES OF INCORPORATION  
OF

ROBERT B. DAVID, Ph.D. and JUDITH M. McBRIDE, Ph.D., Inc.

FILED  
95 MAY 17 PM 2:25  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ROBERT B. DAVID, Ph.D. and JUDITH M. McBRIDE, Ph.D., Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is Route 4, Box 380-A, Hawthorne, FL 32640. The mailing address is the same.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, all of which shall be of a single class.

ARTICLE IV - AMENDMENT OF ARTICLES OF INCORPORATION

Amendment of these Articles of Incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock or to create any new class or classes of stock shall require the affirmative vote or written consent of the holders of at least sixty percent of each class of shares. Any other amendments shall be made by the Directors.

ARTICLE V - BYLAWS

The power to adopt, alter, amend or appeal Bylaws shall be vested in the directors this corporation.

ARTICLE VI - INDEMNIFICATION

(a) The corporation shall indemnify its officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connections with any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, brought against

such officer or director by reason of any action taken by such officers or directors, if such action was taken in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful.

(b) Any indemnification hereunder shall be only on a determination by a majority of disinterested members of the Board of Directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the application standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to any indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution of agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of members of the Corporation.

(e) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provision of these Articles of Incorporation, or under law.

#### ARTICLE VII - INCORPORATOR

The names and addresses of the persons signing these Articles are:

ROBERT B. DAVID  
Route 4, Box 380-A  
Hawthorne, FL 32640

FILED  
95 MAY 17 PM 3:25  
ALACHUA COUNTY, FLORIDA

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The corporation names the following person as its registered agent to accept service of process within this state, and the following as its registered office:

ROBERT B. DAVID  
Route 4, Box 380-A  
Hawthorne, FL 32640

ACKNOWLEDGMENT: Having been named to accept service of process for the above named corporation, at the place designated herein, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open the registered office.

Robert B. David  
ROBERT B. DAVID,  
Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of May, 1995.

Robert B. David  
ROBERT B. DAVID, Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT B. DAVID, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12<sup>th</sup> day of May, 1995.

Heidi A. Prescott  
NOTARY PUBLIC, State of Florida



HEIDI A. PRESCOTT  
My Commission CC370000  
Expires May. 30, 1998  
Bonded by HAI  
800-422-1558

**P95000039577**

**SWANSON, SPERLING & CLAYTON, P.A.**

CYNTHIA STUMP SWANSON • SHARON T. SPERLING • JOYE M. CLAYTON  
500 East University Avenue • Suite C • Gainesville, Florida 32601 • (904) 375-5602 • (904) 373-7292 FAX

June 19, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400001518574  
-06/20/95--01138--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Robert B. David, Ph.D. and Judith M. McBride, Ph.D., Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendments for filing. Also enclosed is a check in the amount of \$35.00, for the payment of the filing fees.

Thank you for your cooperation in filing these Articles of Amendments.

Yours truly,

*C. Swanson*  
Cynthia Stump Swanson

CSS/hap  
Enclosure  
cc: Robert B. David, Ph.D.  
Judith M. McBride, Ph.D.

FILED  
1995 JUL 26 PM 5:36  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

*Name change  
LFS 7-31-95*

~~\*734, 1061, 1-21\*~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED

1995 JUL 26 PM 5:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 28, 1995

Cynthia Stump Swanson  
% SWANSON, SPERLING & CLAYTON, P.A.  
500 East University Avenue, Suite C  
Gainesville, FL 32601

SUBJECT: ROBERT B. DAVID, PH.D. AND JUDITH M. MCBRIDE, PH.D., INC.  
Ref. Number: P95000039577

We have received your document for ROBERT B. DAVID, PH.D. AND JUDITH M. MCBRIDE, PH.D., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

When changing the name of a corporation filed pursuant to chapter 607, Florida Statutes, to that of a professional service corporation filed pursuant to chapter 621, Florida Statutes, the nature of business must also be added or changed to specifically indicate what type of professional service the corporation will be rendering.

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 (904) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 695A00031544

ARTICLES OF AMENDMENT

OF

ROBERT B. DAVID, Ph.D. and JUDITH M. McBRIDE, Ph.D., Inc.

FILED  
1995 JUL 26 PM 5:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - TEXT OF AMENDMENT

The following amendments were adopted:

1. The name of this corporation shall be changed to:

ROBERT B. DAVID, Ph.D. and JUDITH M. McBRIDE, Ph.D., P.A.

2. A new Article IX shall be added, the full text of which follows:

ARTICLE IX - NATURE OF BUSINESS

The activities of this corporation shall comprise the performance and delivery of mental health counseling, evaluations, training and consultation by licensed mental health professionals. The professionals employed by the corporation shall provide any and all health care activities permitted by their respective licenses, including psychologist and licensed mental health counselor licenses.

ARTICLE II - ADOPTION

This amendment was adopted on July 20, 1995 by a written consent for action signed by all of the members of the Board of Directors, with unanimous shareholder approval.

ARTICLE III - EFFECTIVE DATE

This amendment shall be effective upon its filing by the Secretary of State.

The undersigned has executed these Articles of Amendment on

July 20, 1995.

Judith M. McBride Ph.D.  
JUDITH M. McBRIDE, Ph.D. as President