

P95000045759

LAW OFFICES
RICHEY & FOWLER, P.A.
PROFESSIONAL ASSOCIATION
200 SOUTH HARBOR CITY BOULEVARD
SUITE 201
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 728-9552
TELECOPIER (407) 728-9892

1995 JUN -6 PM 3:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 1, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

600001506226
-06/06/95--01030--017
***122.50 ***122.50

EFFECTIVE DATE
6-1-95

RE: Janis Buffaloe, Psy.D P.A.

Dear Sir/Madam:

Enclosed herewith please find Articles of Incorporation to be filed for the above referenced corporation.

Also enclosed is our firm check in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation Registered Agent	\$ 35.00
TOTAL	\$122.50

Please return a certified copy of the Articles to 200 S. Harbor City Blvd., Suite 201, Melbourne, Florida 32901.

Thank you for your attention to this matter. If you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Sincerely,

James H. Richey, Esquire

JHR/jm
Enclosures

ARTICLES OF INCORPORATION
OF JANIS D. BUFFALOE, Psy.D P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, duly licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Service Corporation, pursuant to the provisions of Florida Statutes Section 621 in conjunction with Florida Statutes Section 607.

EFFECTIVE DATE

6-1-95

ARTICLE I - NAME

The name of this corporation is Janis D. Buffaloe, Psy.D P.A. and the address is 4254 Turtlemound Road, Melbourne, Florida 32934.

ARTICLE II - NATURE OF PROFESSIONAL SERVICE

The general nature of the business to be transacted by the Corporation is:

A. To engage in every phase and aspect of the business or rendering professional services to the public that any psychologist duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

C. To enter into, for the benefit of its employees, one or more of the following: (1) A pension plan; (2) A profit sharing plan; (3) A stock bonus plan; (4) A thrift and savings plan; (5) A restricted stock option plan; and (6) Other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the Bylaws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.

E. At its option, to enter into a partnership with other qualified Professional Association(s) and/or individuals duly qualified to practice psychologist in the State of Florida.

The foregoing paragraphs shall be construed as enumerating both powers and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any

FILED
JUN 8 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

manner the purpose or powers of the Professional Service Corporation otherwise permitted by law and includes the powers and purposes to manufacture, design, construct, own, use, buy, sell, lease, hire, and deal in and with articles and property of all kinds and render services of all kinds, and to engage in any legal and lawful act or activity for which Professional Service Corporations may be organized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice psychology in the State of Florida, nor may any shareholder sell or transfer his shares in this Corporation except to another individual who is duly licensed or otherwise legally authorized to practice law as aforesaid.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is One Hundred Dollars (\$100.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually and shall commence existence upon the date of subscription and acknowledgement hereof as provided by Florida Statute 607.0203.

ARTICLE VI - PRINCIPAL ADDRESS OF INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Corporation is 4254 Turtle mound Road, Melbourne, Florida 32934 and the street address of the initial registered office of this Corporation is 4254 Turtle mound Road, Melbourne, Florida 32934. The name of the initial registered agent of this Corporation at that address is Janis D. Buffaloe, Psy.D P.A.

ARTICLE VII - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. This Corporation shall have one director initially. The name and address of the initial director of this Corporation is Janis D. Buffaloe, Psy.D P.A., 4254 Turtle mound Road, Melbourne, Florida 32934.

ARTICLES VIII - SUBSCRIBER AND INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as a Subscriber and Incorporator, same being a psychologist, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock she agrees to take, and the value of the consideration therefor is:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Janis D. Buffaloe, Psy.D	1,000	\$100.00

ARTICLE IX - INDEMNIFICATION

Each Director and Officer, in consideration of her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by her in connection with the defense of or for advice concerning any claim asserted or proceeding brought against her by reason of her being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided that she shall not have been derelict in the performance of her duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of the Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XI - STOCK RESTRICTIONS

None of the capital stock of this Corporation shall be issued to any person who is not duly licensed to practice psychology in the State of Florida; nor may any shareholder of this Corporation enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any shareholder of this Corporation who is legally disqualified to render professional services incident to practice psychology within this state shall become obligated to divest himself of such stock in the Corporation in the manner provided by the Bylaws of this Corporation. The shareholders of this Corporation shall have the power to include in the Bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders or in the event of the death of any of its shareholders. No shareholder of this Corporation may sell or transfer her shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall be approved at a stockholders' meeting, especially called for such purpose. If any shareholder shall become legally disqualified to practice psychology in the State of Florida, or be elected or appointed to a public office or accept other employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's share of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Florida Statutes Section 621.13. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER OR CONSOLIDATION

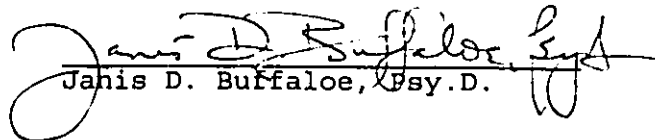
Approval of the shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any

event, be with another domestic Professional Corporation organized under Florida Statutes Section 621 to render the professional services to be rendered hereunder; merger or consolidation with a foreign corporation is strictly prohibited.

ARTICLE XV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, I, the Subscriber, have executed these Articles of Incorporation this 1st day of June, 1995.


Jahis D. Buffaloe, Psy.D.

7

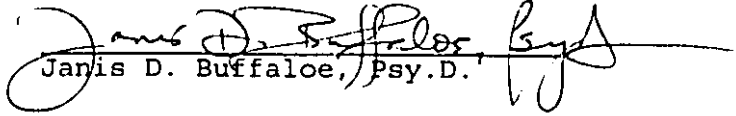
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Janis Buffaloe, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, located at 4254 Turtle mound Road, Melbourne, Florida 32934, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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


Janis D. Buffaloe, Psy.D.

FILED
1995 JUN - 6 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA