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March 1, 1996

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: IDA M. EWEN, P.A.

Gentlemen:

800001736048
-03/07/96--01085--004
*****122.50 *****122.50

We are enclosing our check in the amount of \$122.50 to cover the following fees for the incorporation of the above-named corporation:

Registered Agent Fee	\$ 35.00
Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$ 122.50

We have also enclosed an original and a copy of the Articles of Incorporation. Please return to this office a certified copy of same after the Articles have been filed of record.

Thank you for your attention to this matter.

Very truly yours,

Kraig H. Koach

Kraig H. Koach

KHK/kea
Encls.

FILED
96 MAR -7 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. RECORDED MAR 1 1996

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RECEIVED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

IDA M. EWEN, P.A.

The undersigned, a natural person, competent and licensed to practice law in the State of Florida, hereby adopts the following Articles of Incorporation for the purpose of forming a Professional Service Corporation under the Florida General Corporation Act and the Florida Professional Service Corporation Act:

1. The name of the corporation is IDA M. EWEN, P.A. The principal place of business of this corporation shall be as follows:

Corporate Address:

6410 Spyglass Lane
Bradenton, Florida 34202

2. The term of existence of the corporation shall be perpetual. Corporate existence shall begin on effective date of these Articles of Incorporation.

3. The purpose of the corporation is to engage in the practice of psychology and to exercise the powers now or hereafter granted to Professional Service Corporations.

4. The total number of shares of stock which the corporation shall have authority to issue is Five Hundred (500) shares, all of which shall be common shares with a par value of \$1.00 per share.

The shares of the corporation's stock shall be issued

only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation. No shareholder of the corporation may sell or otherwise transfer his shares except to another individual who is eligible to be a shareholder of the corporation, and then only after the same shall have been approved at a shareholders meeting by not less than a majority of the outstanding stock of the corporation at the time of such meeting, exclusive of the stock proposed to be sold.

No shareholder may enter into a proxy, voting Trust Agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any of her stock in the corporation.

In the event that the ownership of shares of this corporation shall be in the name of any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of the Florida Professional Service Corporation Act, and there has been no voluntary transfer of stock contrary to law, the stockholders shall have the power to amend the Articles of Incorporation in order to effect a change in the nature and purpose of the business authorized so that the corporation shall have the power to conduct any business authorized by the Florida General Corporation Law. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this paragraph, that vacancy shall be filled by the shareholders.

5. The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Initial Registered Agent/Office

KRAIG H. KOACH, ESQ.
KRAIG H. KOACH, P.A.
240 N. Washington Boulevard
Suite 470
Sarasota, Florida 34236

6. The name and address of each incorporator of the corporation is as follows:

Name and street address

IDA M. EWEN
6410 Spyglass Lane
Bradenton, Florida 34202

7. The corporation shall have a Board of Directors of One (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

Ida M. Ewen
6410 Spyglass Lane
Bradenton, Florida 34202

8. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly

authorized to make, alter or repeal the Bylaws of the corporation.

9. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that her or their votes are counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

10. Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books

of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

11. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment heret, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation, has executed these Articles of Incorporation this 29 day of February, 1996.

Ida M. Ewen
IDA M. EWEN
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared IDA M. EWEN, to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of February, 1996.

Kraig H. Koach
Notary Public

My commission expires:



OFFICIAL SEAL
KRAIG H. KOACH
My Commission Expires
April 22, 1996
Comm. No. CC 195778

IDA M. EWEN, P.A.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above Corporation. I accept the duties and obligations of Section 607.325 Florida Statutes and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Kraig H. Koach
KRAIG H. KOACH

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STATE
TALLAHASSEE, FLORIDA