

P96000036991

JOY & MORAN
ATTORNEYS AT LAW
1800 SECOND STREET
SUITE 850
SARASOTA, FLORIDA 34236

DANIEL JOY
MICHAEL MORAN
JAMES D. WOOD

941/366-1800
FAX 941/954-7101

April 23, 1996

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: NEUROBEHAVIORAL MEDICINE CENTRE OF BRADENTON, INC.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above listed corporation and a check in the amount of \$122.50. The check in the amount of \$122.50 is for the filing fee and a certified copy for the above listed corporation.

If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,

James D. Wood
James D. Wood

From: JAMES D. WOOD
JOY & MORAN, Attorneys
1800 Second Street, Suite 850
Sarasota, FL 34236

Daytime Number (941) 366-1800

encls.

FILED
25 APR 25 AM 9:09
TALLAHASSEE, FLORIDA

D. BROWN APR 30 1996

ARTICLES OF INCORPORATION

OF

NEUROBEHAVIORAL MEDICINE CENTRE OF BRADENTON, INC.

The undersigned, acting as incorporator of NEUROBEHAVIORAL MEDICINE CENTRE OF BRADENTON, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

NEUROBEHAVIORAL MEDICINE CENTRE OF BRADENTON, INC.
3255 PINE VALLEY DRIVE
SARASOTA, FL 34239

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of neuropsychiatric counseling and specialized medical services and to engage in every aspect and phase of related businesses.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder

of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1800 Second Street, Suite 850, Sarasota County, Sarasota, Florida 34236, and the name of the corporation's initial registered agent at that address is James D. Wood.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jo A. Dvorak	4845 50th St., West #1515 Bradenton, FL 34210
Beverly B. Rayfield	3255 Pine Valley Drive Sarasota, FL 34239

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
James D. Wood	Joy & Moran, Attorneys 1800 Second St., Suite 850 Sarasota, FL 34276

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

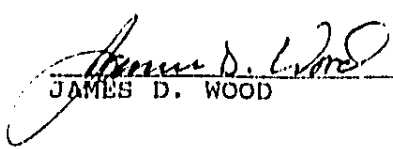
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, an incorporator, has executed these Articles of Incorporation this 23rd day of April, 1996.


JAMES D. WOOD

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **NEUROBEHAVIORIAL MEDICINE CENTRE OF BRADENTON, INC.**, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 1800 Second Street, Suite 850, City of Sarasota, County of Sarasota, Florida 34236, has named **JAMES D. WOOD**, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


JAMES D. WOOD

CORPORAT.AOI

FILED
96 APR 25 AM 9:09
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

P96000036991

JOY & MORAN
ATTORNEYS AT LAW
1800 SECOND STREET
SUITE 880
SARASOTA, FLORIDA 34236

DANIEL JOY
MICHAEL MORAN
JAMES D. WOOD

941/366-1800
FAX 941/954-7101

June 11, 1996

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

FILED
96 JUN 13 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SH 1/9
Officer Resis.

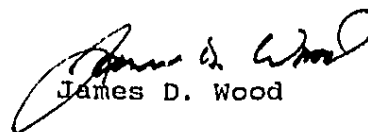
Re: Neurobehavioral Medicine Centre of Bradenton, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Affidavit-Resignation of Officer and/or Director to be filed concerning the above referenced corporation. Also enclosed is a our firm check in the amount of \$35.00 representing the filing fee, together with a stamped, self-addressed envelope for forwarding a conformed copy of same to our office.

Thank you for your assistance in this matter.

Very truly yours,


James D. Wood

900001872179
-06/24/96--01010--001
*****35.00 *****35.00

Enclosures
VA.1857.DEPT.RAYFIELD.L02

RECEIVED
96 JUN 13 AM 8:46
DIVISION OF CORPORATIONS

FORMS

FORM 1231

**Affidavit—Resignation of Officer
and/or Director**



Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
95 JUN 13 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

I, BEVERLY B. RAYFIELD after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, BEVERLY B. RAYFIELD hereby resign as DIRECTOR of
(Title)
NEUROBEHAVIORAL MEDICINE CENTRE OF BRADENTON, INC., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Beverly B. Rayfield
Signature of resigning officer/director

Sworn to and subscribed before me this 10th day of June, 1996.

Valerie Aleksandar-Duryea
NOTARY PUBLIC

My Commission Expires: 2-25-98

FILING FEE IS \$35.00



VALERIE ALEKSANDAR-DURYEA
MY COMMISSION # CC363978 EXPIRES
February 25, 1998
BONDED THRU TROY FARM INSURANCE, INC.