

**HAROLD F. PEEK, JR.**

Attorney at Law

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July 18, 1996

Secretary of State  
State of Florida  
The Capitol  
Divisions of Corporations  
Tallahassee, FL 32304

RE: ROONEY CONSULTANTS, INC.

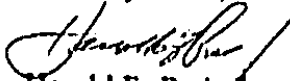
800001900518  
-07/22/96--01045--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary of State:

Please find enclosed Articles of Incorporation for ROONEY CONSULTANTS, INC., and our filing fee. Please return to us a state stamped copy.

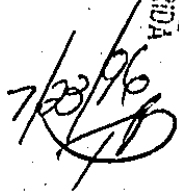
If anything further is necessary, please do not hesitate to contact me.

Sincerely Yours,

  
Harold F. Peek, Jr.

HFP/rrb  
Enclosure  
cc: Tom and Warrine Rooney

FILED  
96 JUL 22 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/23/96  


**ARTICLES OF INCORPORATION**

**OF**

**ROONEY CONSULTANTS, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation is ROONEY Consultants, Inc.

**ARTICLE II - DURATION**

The duration of the corporation is for an indefinite period of time (i.e. perpetual)

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are:

1. To engage in the business of psychological counseling and educational counseling.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors or the Corporation be advantageously carried on in the in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCKS**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section § 1244 of the Internal Revenue Code.

stock shall have the entire voting power of the Corporation. Stock shall be issued under Section § 1244 of the Internal Revenue Code.

**ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS  
INITIAL REGISTERED OFFICE & AGENT**

The address of the initial registered office of this Corporation is 811 Turnberry Way, Niceville, Florida, 32578. The initial registered agent shall be WARRINE ROONEY, 811 Turnberry Way, Niceville, Florida, 32578. The principal office and mailing address of the Corporation shall be, 811 Turnberry Way, Niceville, Florida, 32578.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The name and address of each person who is to serve as a member of the Initial Board of Directors is:

|                |  |
|----------------|--|
| Warrine Rooney | 811 Turnberry Way<br>Niceville, FL 32578 |
|----------------|--|

|               |  |
|---------------|--|
| Tom M. Rooney | 811 Turnberry Way<br>Niceville, FL 32578 |
|---------------|--|

**ARTICLE VII - INCORPORATORS**

Name and Address of each Incorporator is:

|                |  |
|----------------|--|
| Warrine Rooney | 811 Turnberry Way<br>Niceville, FL 32578 |
|----------------|--|

|               |  |
|---------------|--|
| Tom M. Rooney | 811 Turnberry Way<br>Niceville, FL 32578 |
|---------------|--|

**ARTICLE VIII - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for such of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others, in such a manner that he will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

#### **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

#### **ARTICLE XI - STOCK ISSUANCE**

Share of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

100 shares jointly with full rights of survivorship (and not as tenants in common).

#### **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by a majority of the shareholders.

#### **ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in one person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE XV - SHAREHOLDERS MEETING REQUIRED**

Any section of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

#### **ARTICLE XVI - POWERS**


This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting or consent in writing setting forth the action so taken shall be signed by all persons who would be entitled to vote upon such action at a meeting filed with the Secretary of the Corporation as a part of the Corporate Records.

IN WITNESS WHEREOF, WE, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals this 18<sup>th</sup> day of June, 1996, for the purpose of forming this Corporation to do business both within and without the State of Florida, do make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.

  
**WARRINE ROONEY**

  
**TOM M. ROONEY**

**STATE OF FLORIDA**

**COUNTY OF OKALOOSA**

BEFORE ME, the undersigned authority, personally appeared, TOM M.

ROONEY, who is personally known to me, or who has produced

*Flo. Business Card #*  
K 506-890-46-7216 as identification, and upon his oath

acknowledged that he executed the foregoing Articles of Incorporation for

the purposes set forth therein on the 10<sup>th</sup> day of June, 1996.



**HAROLD F. PEEK, JR.**

My Commission Expires:



HAROLD F PEEK JR  
My Commission CC341884  
Expires Jan. 13, 1998  
Bonded by NA!  
800-422-1555

**STATE OF FLORIDA**

**COUNTY OF OKALOOSA**

BEFORE ME, the undersigned authority, personally appeared, WARRINE  
ROONEY, who is personally known to me, or who has produced  
*FLA. Dr. License 974- R500-570-46*  
as identification, and upon her oath  
acknowledged that she executed the foregoing Articles of Incorporation for  
the purposes set forth therein on the 10<sup>th</sup> day of June, 1996.



**HAROLD F. PEEK, JR.**  
My Commission Expires:



HAROLD F. PEEK, JR.  
My Commission C12341888  
Expires Jan. 13, 11/98  
Bonded by HAI  
800-422-1555

FILED  
93 JUL 22 AM 10:51  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

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

In pursuance to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act,

That ROONEY CONSULTANTS, INC., desiring to organize under the laws of  
the State of Florida, with its principle office as indicated in the Articles of  
Incorporation at the City of Niceville, County of Okaloosa, State of Florida, has  
named WARRINE ROONEY of 811 Turnberry Lane, Niceville, Florida 32578, as  
the agent for Service of Process within the State of Florida.

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.

By:   
**WARRINE ROONEY**