

P9600006260

AMERICA BEHAVIORAL CARE, INC.  
7800 SW 87TH AVENUE SUITE 230  
MIAMI, FLORIDA 33173  
(305) 598-3087

FILED  
JUL 25 1996  
MIAMI, FLORIDA

July 11th, 1996

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


100001904721  
-07/25/96--01094--014  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for America Behavioral Care, Inc. and your fee of \$ 122.50

We request a certified copy of the Articles of Incorporation to be sent to the corporation at the address indicated above.

Truly yours,

  
Americo F. Padilla, Officer

7/26/96  
TH

ARTICLES OF INCORPORATION  
OF  
AMERICA BEHAVIORAL CARE, INC.

The undersigned subscribes to these Articles of Incorporation to form a professional service corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICA BEHAVIORAL CARE, INC.

and its initial post office address and its principal office for the conduct of business is: 7800 SW 87TH AVENUE SUITE 230 MIAMI, FL. 33173. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II. NATURE OF BUSINESS

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

(a) To engage only in every aspect and phase of the business of rendering professional medical services to the general public and to do all things in connection therewith that are customarily done by licensed medical doctors under the laws of the State of Florida and in accordance with Chapter 621 Florida Statutes, "The Professional Service Corporation Act." Provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under Chapter 607 Florida Statutes.

(c) 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.

(d) To do all and every thing necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation to such extent as a corporation organized under Chapter 621 Florida Statutes may now or hereafter lawfully do.

(e) To purchase and acquire, at the option of the corporation, all of the shares owned and held by any such shareholder as he should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the share-holders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(f) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(g) To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

(h) The foregoing paragraph shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

### ARTICLE III. CAPITAL STOCK

The maximum number of stock of this corporation which it is authorized to have outstanding at any one time is 500 shares of common stock having one Dollar (\$1.00) par value per share.

### ARTICLE IV. ADDRESS

The address of the initial registered office of the corporation shall be 7800 SW 87TH AVENUE SUITE 230 MIAMI, FLORIDA 33173, and the name of the initial registered agent of the corporation at that address is Americo F. Padilla.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two directors, initially. The name and street address of the initial members of the Board of Directors are:

AMERICO F. PADILLA  
PRES/TREASURER

7800 SW 87TH AVENUE SUITE 230  
MIAMI, FLORIDA 33173

ROGER ROUSSEAU  
VICE-PRESIDENT

7800 SW 87TH AVENUE SUITE 230  
MIAMI, FLORIDA 33173

ARTICLE VII. INCORPORATOR


The name and street address of the incorporators to these Articles of Incorporation are:

AMERICO F. PADILLA  
7800 SW 87TH AVENUE SUITE 230  
MIAMI, FLORIDA 33173

ROGER ROUSSEAU  
7800 SW 87TH AVENUE SUITE 230  
MIAMI, FLORIDA 33173

IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set their hand and seal on this 11TH day of JULY, 1996.

  
Americo F. Padilla  
Incorporator

x   
Roger Rousseau  
Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 11TH day of JULY, 1996, by AMERICO F. PADILLA & ROGER ROUSSEAU

Commission Expires: \_\_\_\_\_

  
Notary Public



MANUEL O. DOTEL  
My Commission CC290609  
Expires May 31, 1997  
Bonded by LSA  
800-428-1546

Print, type or stamp name of Notary Public  
Personally known ☒ OR Produced L.D. ☐  
Type and number of L.D. produced:

AMERICA BEHAVIORAL CARE, INC.

REGISTERED AGENT DESIGNATION CERTIFICATE

The undersigned, as an officer of America Behavioral Care, Inc., authorized to sign this designation on behalf of America Behavioral Care, Inc., hereby states:

I.


The address of this corporation's registered office shall be:

7300 SW 87TH AVENUE SUITE 230  
MIAMI, FLORIDA 33173

II.

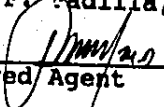
The name of the individual who shall serve as the corporation's registered agent at that address is:

Americo F. Padilla

  
Corporate Officer

ACCEPTANCE

I hereby accept the designation as the registered agent for Americo F. Padilla, MD., PA.

  
Registered Agent

FILED  
95 JUL 25 PM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Registered Agent