

P96000069132

Wanda L. Romero, Ph. D.  
Requestor's Name

5630 S.W. 152 Court  
Address

Miami, FL 33193  
City/State/Zip Phone #

200001844832  
-05/30/96--01096--005  
\*\*\*122.50 \*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. WR-Psych, <sup>P.A.</sup> Evaluation And Therapy Center  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE  
7-25-96

STATE  
TALLAHASSEE, FLORIDA

96 AUG - 1 AM 10:14

FILED

~~505, 625, 612~~

630

Examiner's Initials

DMC 6/5/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 5, 1996

WANDA L. ROMERO, PH.D.  
5630 SW 152 COURT  
MIAMI, FL 33193

SUBJECT: WR-PSYCH EVALUATION AND THERAPY CENTER  
Ref. Number: W96000011861

We have received your document for WR-PSYCH EVALUATION AND THERAPY CENTER and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 996A00028024



*Wanda L. Romero, Ph.D.*

Clinical Psychologist  
Lic. No. PY 6002

July 22, 1996

Florida Department of State  
Division of Corporations

SUBJECT: WR-PSYCH, P.A.  
Ref. Number W96000011861

Please find enclosed the new documentation for WR-PSYCH, P.A., previously submitted as WR-PSYCH EVALUATION AND THERAPY CENTER.

The requested corrections have been done and I have included the P.A. (professional association) suffix in lieu of the CORP, or INC. Please advice if this is incorrect or unacceptable. I have also changed the name of the corporation to a shorter and explicit one.

Enclosed you will find a copy of the letter sent by Ms. Doris McDuffie, Corporate Specialist Supervisor as requested.

Thank you very much for your assistance in this matter.

Truly Yours,

Wanda L. Romero, Ph.D.  
Clinical Psychologist

WANDA L. ROMERO, Ph.D.  
5630 SW 152 Court  
Miami, FL 33193

Doris McDuffie  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Ref: Letter number 296A00036585

Dear Ms. McDuffie:

Enclosed please find my documentation returned, plus the re-written page 1, Article III - Purpose, to satisfy your requirement in the above captioned letter. The article now mentions specifically the nature of the corporation.

We apologize for the omission and hope all else is correct with the document.

Thank you,

A handwritten signature in cursive script, appearing to read "Wanda L. Romero", is written over a horizontal line.

Wanda L. Romero

Enclosures



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 30, 1996

**WANDA L. ROMERO, PH.D.**  
**5630 SW 152 COURT**  
**MIAMI, FL 33193**

**SUBJECT: WR-PSYCH EVALUATION AND THERAPY CENTER**  
**Ref. Number: W96000011861**

We have received your document for WR-PSYCH EVALUATION AND THERAPY CENTER and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

**Doris McDuffie**  
Corporate Specialist Supervisor

Letter Number: 296A00036585

Articles of Incorporation  
of  
WR-PSYCH, P.A.

Article I - Name

The name of this corporation is:  
WR-PSYCH, P.A.

EFFECTIVE DATE  
7-25-96

FILED  
96 AUG -1 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article II - Duration

This corporation is to exist perpetually. it shall commence its existence on July 25, 1996.

Article III - Purpose

The purpose of this corporation is to transact any and all business permitted under the laws of the United States of America and the laws of the state of Florida. The corporation will offer psychological evaluation and therapy and this will be the nature of the business.

Article IV - Capital Stock

This corporation is authorized to issue up to One Hundred (100) shares of common stock with (0) No Par Value. Shares may be issued for such consideration as it is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and is hereby delegated unto the Board of Directors. The board may issue the shares of this corporation for such consideration as it is determined from time to time by the board unless and until the stockholders move the affirmative action communicate to the board in writing their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the stockholders will not affect prior action by the board.

The consideration for the issuance of shares or for the disposal of treasury shares 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,. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such as share shall be deemed to be fully paid and non-assumable.

Article V - Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The principal address of the initial registered office of this corporation is: 782 N.W. LEJEUNE ROAD, SUITE NO. 435, CORAL GABLES, FLORIDA 33126 and the name of the initial registered agent of this corporation at that address is: WANDA L. ROMERO, Ph.D., Clinical Psychologist

Article VII - Initial Board of Directors

This corporation shall have (1) one director initially. The number of directors may be increased or decreased from time to time as such manner as may be described by the By-Laws, but shall never be less than (1) one.

Article VIII - Initial Directors

The name and the street address of each of the Board of Directors of this corporation is:

Name	Address
Wanda L. Romero, Ph. D. Psychologist	782 N.W. LeJeune Road, Suite NO. 435 Coral Gables, Florida 33126

Article IX - Indemnification

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of this corporation, and any person who serves at the request of this corporation, at a director or officer at any other corporation from against any and all claims to which such person shall become subject by reason as his having heretofore or hereafter being a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him such as director or officer and shall reimburse each such person for legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any other proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise in, or are the directors and officers of, such an other corporation, any directors individually, or any firm in which a director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction

of the corporation, provided that the fact that he or she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof shall be present at any meeting of the board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum of any meeting of the board of directors of the corporation which shall authorize any such contract or transaction and may vote there to authorize any such contract or transaction which the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### Article X - Removal of Directors

Any director or the entire board of directors may be removed with or without cause by a vote of the holders of a majority of the shares than entitled to vote at an election of directors; at a special meeting of shareholders call expressly for that purpose.

#### Article XI - Incorporators

The name and the street address of each subscriber of this article of incorporation is:

Name	Address
Wanda L. Romero, Ph. D. Psychologist	782 N.W. Le Jeune Road, Suite No. 435 Coral Gables, Florida 33126

#### Article XII - By-Laws:

The power to adopt alter amend or repeal by-laws should be vested in the board of directors. By-Laws adopted by the board of directors may be repealed or changed and new by-laws be adopted by the share holders; and the shareholders prescribe in any by-law made by them that such by-law shall not be altered; amended or repealed by the board of directors.

#### Article XIII - Powers

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by all under the authority of; and the business and affairs of the business of this corporation shall be managed under the direction of the board of directors.

#### Article XIV - Amendment

This articles of incorporation may be amended by the manner provided by law. Every amendment shall be approved by the board of directors proposed by them to the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote thereon.



In witness whereof; the undersigned subscribers have executed this article of incorporation this July 25, 1996.


  
Wanda L. Romero, Ph.D.  
Registered Agent

  
Wanda L. Romero, Ph.D.  
Subscriber

STATE OF FLORIDA)  
COUNTY OF DADE) ss.

Before me, a Notary Public authorized to take acknowledgment in the state and county set forth above, personally appeared: WANDA L. ROMERO, Ph. D. known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed these Articles of Incorporation.

In witness thereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 25th day of July, 1996.

  
Carlos D. Coton  
Notary Public  
State of Florida at Large

 CARLOS D. COTON  
COMMISSION # CC 478157  
EXPIRES AUG 3, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED

96 AUG -1 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/registered agent, in the state of Florida.

- 1) The Name of the Corporation is:  
WR-PSYCH, P.A.
- 2) The name and address of the registered agent and office is:

Wanda L. Romero, Ph. D.  
782 N.W. Le Jeune Road, Suite No. 435  
Coral Gables, Florida 33126

Signature

Wanda L. Romero, Ph.D.  
Wanda L. Romero, Ph. D.

Title

Psychologist - President  
President

Date

7/25/96

Having been named as a registered agent and accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions with all statutes relating with the proper and complete performance with my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature

Wanda L. Romero, Ph.D.  
Wanda L. Romero, Ph. D.

Date

7/25/96