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**PA600085096**

October 9, 1996

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32399

600001971876  
-10/11/96--01081--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ARCHBOLD COUNSELING, P.A.

Dear Sir:

Enclosed please find the original Articles of Incorporation for the above referenced corporation as well as our check in the amount of \$122.50 to cover the costs involved with filing the above referenced corporation. After filing this corporation, please return a certified copy of the Articles and Designation of Registered Agent to this office.

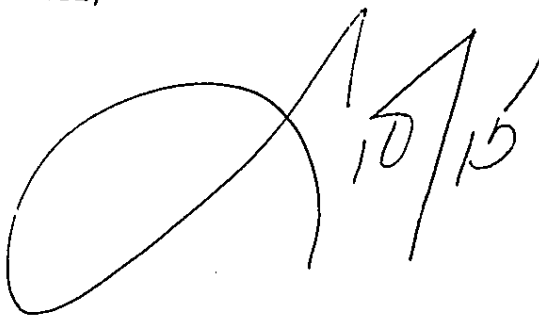
Please make special note of the effective date of these Articles of Incorporation as delineated in the Articles themselves. Thank you for your cooperation and assistance. If you have any questions, please do not hesitate to call.

Sincerely,

  
Thomas M. VanNess, Jr.

:cb

Encls. (as stated)



FILED  
96 OCT 11 PM 4:16  
TALLAHASSEE, FL  
CLERK OF COURT

ARTICLES OF INCORPORATION  
OF  
ARCHBOLD COUNSELING, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 OCT 11 PM 4:16

FILED

EFFECTIVE DATE  
10-9-96

The undersigned natural person, competent and licensed mental health counselor, in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation shall be ARCHBOLD COUNSELING, P.A.

The principal office of this corporation shall be 1699 Annapolis Avenue, Hernando, FL 34442.

The mailing address of this corporation shall be 1699 Annapolis Avenue, Hernando, FL 34442.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in every aspect in the practice of mental health counseling and all its fields of specialization, as are engaged in by mental health counselors.

2. To engage and render the professional services involved only through its officers, agents and employees who shall be mental health counselors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To engage in no other business other than the rendition of the professional services specified herein.

5. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLE III

#### CAPITAL STOCK

1. The maximum number of shares which the corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock at No Par Value per share.

2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

3. Shares of the corporation's stock and certificates shall be issued only to licensed mental health counselors in good standing and duly licensed or otherwise legally authorized within

the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this corporation's initial registered office is 1699 Annapolis Avenue, Hernando, FL 34442, and the name of its initial registered agent at said address is STEPHEN J. ARCHBOLD.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator are as follows:  
STEPHEN J. ARCHBOLD, 1699 Annapolis Avenue, Hernando, FL 34442.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

NAME  
STEPHEN J. ARCHBOLD

ADDRESS  
1699 Annapolis Avenue  
Hernando, FL 34442

#### ARTICLE VIII

##### INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### ARTICLE IX

##### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE X

##### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and

the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XIII

EFFECTIVE DATE

The effective date of the corporation's existence shall commence upon the signing of these Articles of Incorporation if filed by the Department of State within five (5) days of the date hereof. Otherwise, the effective date of corporation existence shall be the date of filing by the Department of State.

Executed by the undersigned at Crystal River, Citrus County, Florida, on this 9 day of Oct, 1996.

  
STEPHEN J. ARCHBOLD

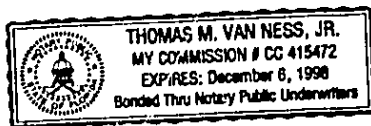
STATE OF FLORIDA )  
COUNTY OF CITRUS )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared STEPHEN J. ARCHBOLD who presented Florida Drivers License as identification and who did (~~did not~~) take an oath and who acknowledged to me that he signed the foregoing Articles of Incorporation of his own free will and accord for the purpose therein intended.

WITNESS MY hand and official seal in the State and County aforesaid this 9<sup>th</sup> day of October, 1996.

Thomas M. Van Ness  
Notary Public

My Commission Expires:



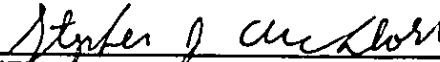
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: ARCHBOLD COUNSELING,  
P.A.
2. The name and address of the registered agent and office are: STEPHEN J. ARCHBOLD, 1699 Annapolis Avenue,  
Hernando, FL 34442.

  
\_\_\_\_\_  
STEPHEN J. ARCHBOLD, President  
Date: 10-9-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
STEPHEN J. ARCHBOLD  
Registered Agent  
Date: 10-9-96

96 OCT 11 PM 4:16  
CLERK OF STATE  
TALLAHASSEE FLORIDA