

P97000001293

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

FILED
97 JAN -7 PM 12:10

December 31, 1996

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12/31/96-01084--006
***122.50 ***122.50

Via Hand Delivery

EFFECTIVE DATE
1-1-97

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RECEIVED
DEC 31 AM 2:57
DIVISION OF CORPORATIONS

Re: Behavioral Health Management, P.A.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and certified copy charge.

I would appreciate you calling my office when the certified copy is ready and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please do not hesitate to give me a call.

Sincerely,

Robert A. Pierce
Robert A. Pierce

RAP/ss
Enclosures

W96-27356

nc 1/7/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

AUSLEY & MCMULLEN
227 SOUTH CALHOUN ST.
TALLAHASSEE, FL 32301

SUBJECT: BEHAVIORAL HEALTH MANAGEMENT, P.A.
Ref. Number: W96000027356

We have received your document for BEHAVIORAL HEALTH MANAGEMENT, P.A. 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 396A00057935

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

RECEIVED
97 JAN -7 AM 11:41
DIVISION OF CORPORATION

January 7, 1997

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Behavioral Health Management, P.A.
Ref. Number: W96000027356

Dear Sir or Madam:

Pursuant to your letter dated December 31, 1996, a copy of which is attached, enclosed for filing are revised Articles of Incorporation for the above-referenced corporation. Please note that the corporate name has been changed to "Behavioral Health Management of Tallahassee, P.A."

I would appreciate you calling my office when the certified copy is ready and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please do not hesitate to give me a call.

Sincerely,

Robert A. Pierce
Robert A. Pierce

RAP/ss
Enclosures

EXHIBIT 1-1-97

FILED
97 JAN - 7 PM 12:19
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BEHAVIORAL HEALTH MANAGEMENT OF TALLAHASSEE, P.A.

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **BEHAVIORAL HEALTH MANAGEMENT OF TALLAHASSEE, P.A.** The principal place of business and mailing address of this Corporation is 1823 Buford Court, Tallahassee, Florida 32308.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for the rendering of professional counseling and health care services and related activities.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

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

**ARTICLE V.
Incorporator**

The name and street addresses of the Incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jack G. May, III Ph.D.	14 Hidden Valley Lane Crawfordville, FL 32322
Bruce Chlopan, Ph.D.	2125 La Rochelle Dr. Tallahassee, FL 32308
James M. Healy, Ph.D.	2320 Bourgonde Dr. Tallahassee, FL 32308
Val Frentz, M.S.W.	6752 Landover Circle Tallahassee, FL 32311
Joseph Montano, Jr., M.S.W.	2936 Riverside Ave. Jacksonville, FL 32205

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law. The corporate existence shall commence January 1, 1997.

ARTICLE VII.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.
Number of Directors

This Corporation shall have no less than two nor more than five Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of five persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Name

Address

Jack G. May, III Ph.D.

14 Hidden Valley Lane
Crawfordville, FL 32322

Bruce Chlopan, Ph.D.

2125 La Rochelle Dr.
Tallahassee, FL 32308

James M. Healy, Ph.D.

2320 Bourgonge Dr.
Tallahassee, FL 32308

Val Frentz, M.S.W.

6752 Landover Circle
Tallahassee, FL 32311

Joseph Montano, Jr., M.S.W.

2936 Riverside Ave.
Jacksonville, FL 32205

ARTICLE X. Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

<u>Officer</u>	<u>Name</u>	<u>Address</u>
President	Bruce Chlopan, Ph.D.	2125 La Rochelle Dr. Tallahassee, FL 32308
Vice President	Jack G. May, III Ph.D.	14 Hidden Valley Lane Crawfordville, FL 32322
Secretary	James M. Healy, Ph.D.	2320 Bourgonge Dr. Tallahassee, FL 32308
Treasurer	Val Frentz, M.S. W.	6752 Landover Circle Tallahassee, FL 32311

ARTICLE XI. Transactions In Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or

solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

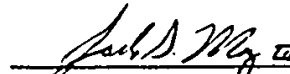
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.


ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 26th day of December, 1996.




Jack G. May, III, Ph.D.
Incorporator



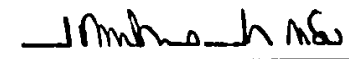
Bruce Chlopan, Ph.D.
Incorporator



James M. Healy, Ph.D.
Incorporator




Val Frenz, M.S.W., LCSW
Incorporator



Joseph Montano, Jr., M.S.W.
Incorporator


STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of Dec, 1996, by Jack G. May, III, Ph.D., who is personally known to me and who did not take an oath.

Val J. Frenz
Signature of Notary Public
Notary Seal/Stamp:  OFFICIAL SEAL*
Val J. Frenz
My Commission Expires 6/3/97
Commission #CC 291700


STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of Dec, 1996, by Bruce Chlopan, Ph.D., who is personally known to me and who did not take an oath.

Val J. Frenz
Signature of Notary Public
Notary Seal/Stamp:  OFFICIAL SEAL*
Val J. Frenz
My Commission Expires 6/3/97
Commission #CC 291700

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17th day of Dec, 1996, by James M. Healy, Ph.D., who is personally known to me and who did not take an oath.

Val J. Frenz
Signature of Notary Public
Notary Seal/Stamp:  OFFICIAL SEAL*
Val J. Frenz
My Commission Expires 6/3/97
Commission #CC 291700

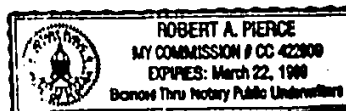
STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 26 day of October, 1996, by Val Frenz, M.S.W., who is personally known to me and who did not take an oath.

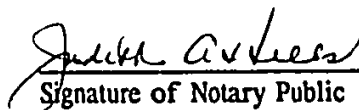


Signature of Notary Public
Notary Seal/Stamp:

STATE OF FLORIDA
COUNTY OF LEON



The foregoing instrument was acknowledged before me this 28 day of December, 1996, by Joseph Montano, Jr., M.S.W., who is personally known to me and who did not take an oath.



Signature of Notary Public

Notary Seal/Stamp:

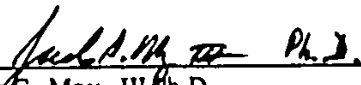



JUDITH A. HILLS
My Comm Exp. 11/07/99
Bonded By Service Ins
No. CC508681
Not a Notary Public Not a Notary Public

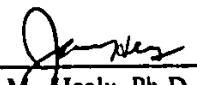
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

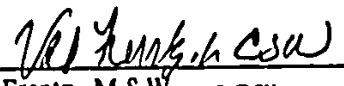
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

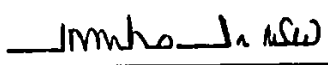
BEHAVIORAL HEALTH MANAGEMENT, ^{OF TALLAHASSEE} P.A., desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce, located at said address, as its initial Registered Agent.


Jack G. May, III Ph.D.
Incorporator
Date: Dec. 17, 1996


Bruce Chlopan, Ph.D.
Incorporator
Date: Dec. 17, 1996


James M. Healy, Ph.D.
Incorporator
Date: Dec. 17, 1996


Val Frentz, M.S.W., LCSW
Incorporator
Date: Dec. 26, 1996


Joseph Montano, Jr., M.S.W.
Incorporator

Date: Dec. 23, 1996

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



ROBERT A. PIERCE
Registered Agent

Date: Dec. 26, 1996

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