

P97000005714

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
JAN 16 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Charles W. English, Ph.D. & Associates, P.A.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
1-10-97

(941)2002

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Charles English GAVE

AUTHORIZATION BY PHONE TO

FROM:

Charles W. English  
Name (printed or typed)

CORRECT

Effective Date

DATE

1/21/97

1850 Lee Rd., Ste 324  
Address

DOC. EXAM.

BSB

Winter Park, FL 32789  
City, State & Zip

900002065229--4

-01/22/97--01169--009

(407) 740-8899  
Daytime Telephone number

\*\*\*131.25

\*\*\*131.25

JAN 16

(BSB)

(W97-898)

Note: Check was omitted from original documents which should be received on the same day. Chas English

NOTE: Please provide the original and one copy of the articles.

File 1-16  
Eff. 1-10

Can't have  
Dec. 31, 1996  
(25)

Articles Of Incorporation

For

**Dr. Charles W. English, Ph.D. and  
Associates, P.A.**

**FILED**

97 JAN 16 PM 1:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

1-10-97

The undersigned natural person, competent and licensed to practice the profession of Mental Health Practitioner services, Dr. Charles English, Ph. D., P.A., 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 the corporation shall be:

**Dr. Charles W. English, Ph.D., and Associates , P.A.**

The principal office and mailing address of this corporation shall be 1850 LEE ROAD CENTER BUILDING SUITE 324, WINTER PARK, FL 32789.

ARTICLE II  
Purposes

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

a. To engage in every aspect in the practice of Mental Health Practitioner services Dr. Charles English, Ph. D., and Associates P.A., and all its fields of specializations, as are engaged in by Mental Health Practitioners, Therapeutic Behavioral Procedures, and Human Resources Specialists.

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

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

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

e. 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

a. The maximum number of share of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

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

c. Shares of the corporation's stock and certificates shall be issued only to Mental Health Practicioners, FAMILY MEMBERS, or THEIR HEIRS AND ASSIGNS, in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation, OR TO ACT AS THE OWNER OF, A CORPORATION SOLELY FOR THE PURPOSES OF TRANSACTING BUSINESS NOT RELATED TO THE PRACTICE OF Mental Health Practitioner, UNTIL THE ASSETTS OF THE CORPORATION ARE TRANSFERRED TO A SUCCESSOR OPERATOR OF THE PROFESSIONAL BUSINESS.

ARTICLE IV  
Duration

The corporation shall have perpetual existence commencing on  
January 10, 1997  
~~DECEMBER 31, 1996.~~

**ARTICLE V**  
**Registered Agent**

The address of this corporation's initial registered office is DR. CHARLES ENGLISH, Ph. D., 1850 Lee World center, Suite 324, WINTER PARK, FL 32789. and the name of its initial registered agent at said address is Dr. Charles W. English, Ph.D.

**ARTICLE VI**  
**Incorporator**

The name and address of the Incorporator is as follows:

Dr. Charles W. English, Ph. D.  
1850 Lee World Center Suite 324  
Winter Park, Florida 32789

**ARTICLE VII**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of one 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 name and address of the initial Director of this corporation

is:

DR. CHARLES W. ENGLISH, Ph. D., LMHT  
1850 Lee World Center Suite 324  
Winter Park, Florida 32789

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, or she 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.

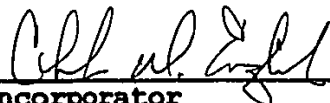
**ARTICLE XI**  
**Indemnification**

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 9<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
Incorporator

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

S. /   
DR. CHARLES W. ENGLISH, Ph.D.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared  
DR. CHARLES ENGLISH, Ph.D., who has produced a drivers license as



identification and who did not take an oath, and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

9th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 1997.

Dorothy L. Allen  
NOTARY PUBLIC

Printed Name: Dorothy L. Allen



**Phone : 740-8899**

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Charles W. English, Ph.D. and Associates, P.A.

2. The name and address of the registered agent and office is:

Charles W. English, Ph.D.  
(Name)  
1850 Lee Road, Suite 324  
(P.O. Box not acceptable)  
Winter Park, FL 32789  
(City/State/Zip)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*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.*

  
(Signature)

1/9/97