

P 97 0000 1239 2

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FILED  
FEB -6 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX (813) 461-6430

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June 26, 1996

Secretary of State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-02/06/97--01047--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Alice Morales, M. D., P. A.

EFFECTIVE DATE  
2-3-97

Ladies and Gentlemen:

Enclosed are the original and one photocopy of the Articles of Incorporation for Alice Morales, M. D., P. A., a professional service corporation, which I would appreciate your filing effective as of February 3, 1997.

Will you please return to me a certified copy of the Articles, as filed, as soon as possible. I am enclosing my Trust Account check payable to the Secretary of State in the amount of \$122.50, for the filing fee and the certified copy.

Thank you for your anticipated cooperation.

Very truly yours,

*John C. Gardner*  
John C. Gardner

JCG/wtf  
Encls.

F. CHAMBER FEB 6 1997

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**ARTICLES OF INCORPORATION**

OF

**ALICE MORALES, M. D., P. A.**

**A PROFESSIONAL SERVICE CORPORATION**

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EFFECTIVE DATE  
2-3-97

FILED  
97 FEB -6 PM 2:11  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice psychiatry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

**NAME AND ADDRESS**

The name of the corporation and the address of the principal office, which is also the mailing address of the corporation, are:

**ALICE MORALES, M. D., P. A.  
1831 NORTH BELCHER ROAD, SUITE F-1  
CLEARWATER, FLORIDA 34625**

**ARTICLE TWO**

**DURATION AND COMMENCEMENT**

The corporation shall have perpetual existence, commencing on February 3, 1997.

**ARTICLE THREE**

**PURPOSES**

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

(a) To engage in every aspect of the practice of psychiatry, and all its fields of specialization, as are commonly engaged in by persons licensed to practice psychiatry in the State of Florida.

(b) To engage in and render the professional services involved only through its officers,

agents and employees who shall be psychiatrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

(c) To engage in no other business other than the rendition of the professional services specified herein.

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

(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 Florida.

#### ARTICLE FOUR

#### CAPITAL STOCK

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock.

(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 stock certificates shall be issued only to psychiatrists 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 FIVE

#### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is:

1831 NORTH BELCHER ROAD, SUITE F-1  
CLEARWATER, FLORIDA 34625

and the name of the initial registered agent at that office is: **ALICE MORALES.**

#### ARTICLE SIX

#### DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or

decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial director of this corporation are:

ALICE MORALES  
8 CAMBRIA STREET, UNIT 203  
CLEARWATER BEACH, FLORIDA 34630

**ARTICLE SEVEN**

**INCORPORATOR AND SUBSCRIBER**

The name and address of the person signing these Articles as incorporator and as the initial subscriber to the capital stock of the corporation are:

ALICE MORALES  
8 CAMBRIA STREET, UNIT 203  
CLEARWATER BEACH, FLORIDA 34630

who subscribes to and agrees to take 100 shares of the stock of the corporation.

**ARTICLE EIGHT**

**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 NINE**

**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, 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 or her 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 or her all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE TEN

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 ELEVEN

INDEMNIFICATION


The corporation shall indemnify any and all officers, directors and former officers and directors to the full extent permitted by law.

ARTICLE TWELVE

BYLAWS

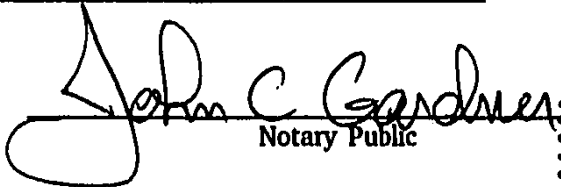
The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such adoption, alteration, amendment or repeal shall be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF the undersigned incorporator and subscriber has executed these Articles of Incorporation on February 3, 1997.

  
\_\_\_\_\_  
ALICE MORALES

STATE OF FLORIDA  
COUNTY OF PINELLAS

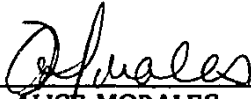
THE FOREGOING Articles of Incorporation were acknowledged before me on the 3<sup>rd</sup> day of February, 1997, by ALICE MORALES, who [X] is personally known to me, or [ ] has produced \_\_\_\_\_ N/A as identification.

  
\_\_\_\_\_  
Notary Public



**ACCEPTANCE BY REGISTERED AGENT**

I HEREBY AGREE to act in the capacity of Registered Agent for the corporation which is the subject of the foregoing Articles of Incorporation and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping my office open for the acceptance of service. I am familiar with the duties and obligations of a registered agent under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and I hereby accept those duties and obligations.



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ALICE MORALES  
1831 NORTH BELCHER ROAD, SUITE F-1  
CLEARWATER, FLORIDA 34625

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