

P97000028311
James L. Chase & Associates, P.A.

ATTORNEYS AND COUNSELORS AT LAW

**JAMES L. CHASE
STEVEN E. QUINNELL
KEITH A. McIVER
PATRICK L. JACKSON
KRISTEN P. MARKS**

**Reply to:
101 East Government Street
Pensacola, FL 32501
904-434-3601
FAX # 434-3708**

March 21, 1997

**13490 Gulf Beach Hwy.
Pensacola, FL 32507
904-492-4770**

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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03/26/97--01131--005
*****70.00 *****70.00

RE: Louis M. Makarowski, P.A.

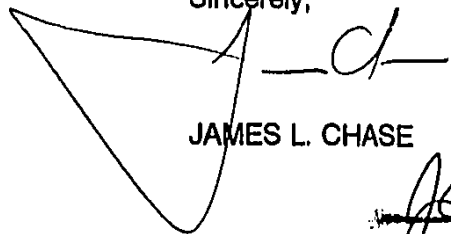
Dear Sir:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation for the above-captioned corporation to be filed with your office. Also enclosed is our check in the amount of \$70.00 which includes a \$35.00 filing fee and the \$35.00 fee for the designation of registered agent.

After filing the Articles of Incorporation, please return a letter of acknowledgement and the copy of the Articles of Incorporation with the filing date stamped thereon.

If you have any questions, please do not hesitate to contact me.

Sincerely,



JAMES L. CHASE

JLC/tbc

Enclosure

cc: Louis M. Makarowski, Ph.D. (w/encl.)

FILED
GAVE
97 MAR 26
SECRET
TALLAHASSEE, FLORIDA

James
AUTHORIZATION BY PHONE TO
CORRECT *add increase*
DATE *3-27-97*
DOC. EXAM. *P. Callaway*
3/27/97

ARTICLES OF INCORPORATION

OF

LOUIS M. MAKAROWSKI, P.A.

97 MAR 26 11:18 AM
FILED
SEC. OF STATE
TALLAHASSEE, FLA.

The undersigned natural person, LOUIS M. MAKAROWSKI, who is competent and licensed to practice psychology 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 General 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

The name of this Corporation shall be LOUIS M. MAKAROWSKI, P.A.
5120 Bayou boulevard, Suite 6
Pensacola, Florida 32503

ARTICLE II

NATURE OF BUSINESS

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 psychology and all its fields of specializations, as are engaged in by licensed psychologist.

(B) To engage and render the professional services involved only through its officers, agents and employees who shall be 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

AUTHORIZED SHARES

(A) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock having no 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 psychologists in good standing and duly licensed or otherwise legally authorized with the State of Florida to render the same professional services as this corporation.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

101 East Government Street
Pensacola, Florida 32501

The name of the initial registered agent of this Corporation at that address shall be:

James L. Chase

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by 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:

Louis M. Makarowski, Ph.D.
5120 Bayou Boulevard
Suite 6
Pensacola, Florida 32504

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Louis M. Makarowski, Ph.D.
5120 Bayou Boulevard
Suite 6
Pensacola, Florida 32503

ARTICLE VIII

INFORMAL ACTION OF SHAREHOLDERS

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 of the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporation 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.

ARTICLE X

INFORMAL ACTION OF DIRECTORS

If all 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.

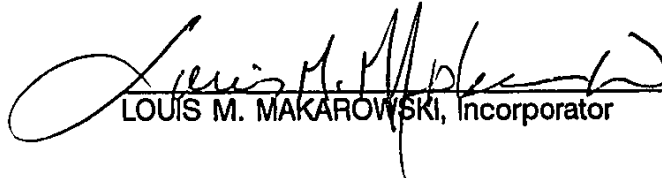
ARTICLE XI

BY-LAWS AMENDMENT

The power to adopt, alter, amend or repeal the by-laws 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.

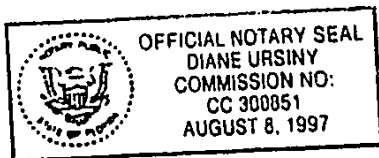
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 21 day of March, 1997.

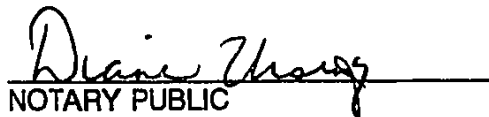

LOUIS M. MAKAROWSKI, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed before me on this 21 day of March, 1997, by LOUIS M. MAKAROWSKI, who personally appeared before me.




NOTARY PUBLIC


(typed or printed name)

My Commission Expires: _____

My Commission No.: _____

Personally known; or Produced identification

Type of identification produced: _____

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
OF
LOUIS M. MAKAROWSKI, P.A.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, LOUIS M. MAKAROWSKI, P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 101 East Government Street, Pensacola, Florida 32501, has named JAMES L. CHASE located thereat as its registered agent to accept service of process within this state.

BY:


LOUIS M. MAKAROWSKI, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:


JAMES L. CHASE, Resident Agent

97 MAR 26 PM 11:40
SECTION 607.01
TALLEH

FILED