

991000035456

ABC LEGAL CLINIC, INC.

3630 Rogero Road  
Jacksonville, Florida 32211  
(904) 743-0057  
Attorneys On Staff

April 11, 1997

Corporation Division  
Secretary of State  
The Capitol  
Tallahassee, Florida 32304

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-04/18/97--01088--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
CLINICAL CHRISTIAN COUNSELING CENTER, INC.

Dear Secretary:

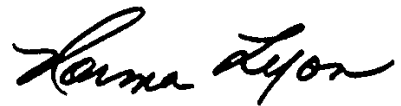
Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of CLINICAL CHRISTIAN COUNSELING CENTER, INC., which includes the designation and acceptance of Registered Agent, along with the registered office for service of process, for filing in the office of the Secretary of the State of Florida.

Also enclosed is payment in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified copy of the Articles of Incorporation	52.50
Registered Agent Designation	<u>35.00</u>
	\$ 122.50

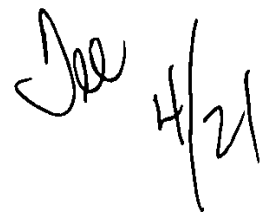
Would you please return the Certified Copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,



NORMA LYON  
ABC LEGAL CLINIC  
3630 Rogero Road  
Jacksonville, Florida 32277

Enclosures



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 18 PH 2:00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 18 PM 2:00

ARTICLES OF INCORPORATION  
OF  
CLINICAL CHRISTIAN COUNSELING CENTER, INC.

The undersigned incorporator of these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **CLINICAL CHRISTIAN COUNSELING CENTER, INC.**

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida Statutes Chapter 607.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge

bonds, debentures, notes and other evidences of indebtedness, execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation or business or individual and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence on indebtedness created by any other corporation of the state of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation;

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors or others as the board of directors may deemed to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter

conferred upon corporations by the statues and laws of the State of Florida; and to transact any and all lawful business.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 25 shares of common stock having a nominal or par value of \$1.00 per share.

#### ARTICLE IV. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share, to the nearest whole share, at the price at which it is offered to others.

#### ARTICLE V. QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided by the By-Laws.

#### ARTICLE VI. TERM OF EXISTENCE

The existence of this corporation shall commence as of the date these Articles are duly filed, and it shall exist perpetually thereafter.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The Resident Agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at 7418 Darwood Road, Jacksonville, County of Duval, State of Florida, 32211, has named JOHN A. COOK, JR., located at 7418 Darwood Road, Jacksonville, Florida, 32211, as its agent to accept service of process within the State.

**ARTICLE VIII. BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one (3) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than one (1), nor more than three(3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. The Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The name and address of the person who is to serve as director for the ensuing year, or until the first annual meeting of the Corporation is:

JOHN A. COOK, JR.

7418 Darwood Road  
Jacksonville, FL 32211

LAURA COOK

7418 Darwood Road  
Jacksonville, FL 32211

ARVILLE RENNER

6264 Diane Road  
Jacksonville, FL 32277



altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

**ARTICLE XII. AMENDMENTS**

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

**ARTICLE XIII. LOCATION**

The location of this Corporation is 7418 Darwood Road, Jacksonville, Florida, 32211, with a mailing address of 7418 Darwood Road, Jacksonville, Florida, 32211.

**ARTICLE XIV. INDEMNIFICATION**

This Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or Officers of another Corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such

persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit or proceeding to be liable for their own negligence or misconduct in the performance of their duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under the law, By-law, agreement, vote of the stockholders, or otherwise, and the Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal, this 12<sup>th</sup> day of April 1997, A. D., for the purpose of forming this corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
JOHN A. COOK

STATE OF FLORIDA)  
COUNTY OF DUVAL )

BEFORE ME, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgements, personally



appeared JOHN A. COOK, who produced identification in the form of  
Fla. D. det., to the person described as subscriber in and  
who executed the foregoing Articles of Incorporation, and who did  
take an oath before me that he executed and subscribed to these  
Articles of Incorporation.

Norma E. Lyon

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
My Commission expires:  
(SEAL)



NORMA E. LYON  
COMMISSION # CC 511481  
EXPIRES NOV 26, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 18 PM 2:00

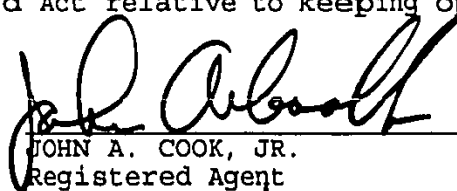
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CLINICAL CHRISTIAN COUNSELING CENTER, INC., desiring to organize under the laws of the State of Florida, with its' principal office, as indicated in the Articles of Incorporation of 7418 Darwood Road, Jacksonville, Florida, 32211, has named JOHN A. COOK, JR., 7418 Darwood Road, Jacksonville, Florida 32211, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOHN A. COOK, JR.  
Registered Agent

DATED: 4/12/97