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December 29, 1997

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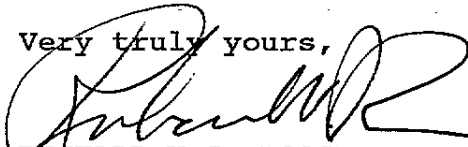
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Florida 32301

Dear Clerk:

Re: William R. Morrow, D.Min., LMFT, P.A.

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-named corporation and a check in the amount of \$70.00 to cover the fee.

Very truly yours,



RICHARD V.S. ROOSA

RVSR/m

Enc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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12-31-97

William R. Morrow, D. Min., LMFT, P.A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of marriage and family therapy in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is William R. Morrow, D. Min., LMFT, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is: 1325 S.E. 47th Street, City of Cape Coral, County of Lee, State of Florida 33904. The name of the initial registered agent of the corporation, located at that office, is William R. Morrow.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to practice the profession of marriage and family therapy. The sole and exclusive professional service to be rendered by the corporation is marriage and family therapy .

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of marriage and family therapy is not less than \$100.00.

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ARTICLE VII
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII
INCORPORATORS

The name and street address of the person signing these articles of incorporation as an incorporator is:

Name	Address
William R. Morrow	1325 S.E. 47 th Street Cape Coral, Fl 33904

ARTICLE IX
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors are:

Name	Address
William R. Morrow	1325 S.E. 47 th Street Cape Coral, Fl 33904

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X
BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of all of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders of the outstanding shares of the corporation entitled to

vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation, have executed these articles of incorporation at Cape Coral, Florida on December~~28~~²⁹, 1997.

William R. Morrow

STATE OF FLORIDA

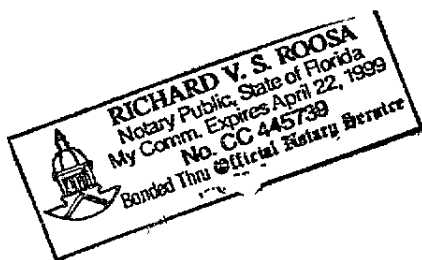
COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared William R. Morrow, who is personally known to me and known to me to be the person who made and subscribed the foregoing Articles of Incorporation, and certified and acknowledged that the same was executed for the use and purposes therein expressed.

WITNESS my hand and official seal this on December~~28~~²⁹, 1997.

Notary Public

Richard V. S. Roosa
Richard V. S. Roosa
State of Florida at Large



In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That William R. Morrow, D. Min., LMFT, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Cape Coral, County of Lee, State of Florida, has named WILLIAM R. MORROW, located at 1325 S.E. 47th Street, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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

By

William R. Morrow
Resident Agent

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