

PG8000011740

OFFICE USE ONLY (Document #)

HAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

600002422336--8

-02/05/98-01053-024

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FAMILY COUNSELING CENTER. P.A.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☒ Certificate of Status

FILED  
98 FEB -5 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 FEB -5 AM 11:25  
DIVISION OF CORPORATION

Examiner's Initials

## TRANSMITTAL LETTER

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

SUBJECT: FAMILY COUNSELING CENTER, P. A.  
(Proposed corporate name - must include suffix)

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

FROM: LORD & IGLESIAS ACCTING SVCS, INC  
Name (Printed or typed)  
12964 SW 133rd COURT, SUITE # B  
Address  
MIAMI, FLORIDA 33186-5806  
City, State & Zip  
305 254-1099  
Daytime Telephone number

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

FILED  
98 FEB -5 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

## FOR PROFESSIONAL CORPORATION

The undersigned natural person(s), competent and licensed to practice MENTAL HEALTH COUNSELING in the State of Florida, acting hereby as Incorporator(s) for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Professional Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Status, does hereby adopt the following Articles of Incorporation:

### ARTICLE I - NAME

The name of the corporation shall be: FAMILY COUNSELING CENTER, P. A.

### ARTICLE II - NATURE OF BUSINESS

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

1. To engage in every aspect in the practice of MENTAL HEALTH COUNSELING, and all its fields of specializations, as are engaged in by LICENSED MENTAL HEALTH COUNSELORS.
2. To engage and render professional services involved only through its officers, agents and employees who shall be LICENSED MENTAL HEALTH COUNSELORS in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To engage in no other business other than the rendition of the professional services specified herein.
5. 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 - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

10764 SW. 110<sup>th</sup> TERRACE  
MIAMI, FLORIDA 33176

### **ARTICLE IV - CAPITAL STOCK**

1. The number of shares of common stock that this Corporation is authorized to have outstanding at any one time is: **One Hundred (100)**
2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
3. Shares of the Corporation's common stock and certificates shall be issued only to **LICENSED MENTAL HEALTH COUNSELORS** 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 V - TERM OF EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to Florida law.

### **ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent of this Corporation is :

ADOLFO E. IGLESIAS  
12964 SW. 133<sup>rd</sup> COURT  
MIAMI, FLORIDA 33186-5806

### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have a Board of Directors consisting of one (1) director initially. The number of directors may be either increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one (1). The names and addresses of the initial Board of Director(s) of the Corporation are/is as follow:

DIANA DE CARDENAS  
10764 SW. 110<sup>th</sup> TERRACE  
MIAMI, FLORIDA 33176

MARIA HERNANDEZ CUEVAS  
10341 SW. 107<sup>th</sup> STREET  
MIAMI, FLORIDA 33176

#### **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 shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings and profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon disqualification of any shareholder, purchase such shareholder's share and pay him/her 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 at the Board of Directors.

## **ARTICLE XI - INDEMNIFICATION**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE XIII - BYLAW 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 the State of Florida governing a Professional Service Corporation.

## **ARTICLE XIII - INCORPORATOR**


The name and street address of the incorporators to these Articles of Incorporation are:

**DIANA DE CARDENAS - PRESIDENT**  
(OWNER OF 50% OF ALL SHARES)  
10764 SW. 110<sup>th</sup> TERRACE  
MIAMI, FLORIDA 33176

**MARIA HERNANDEZ CUEVAS - VICE PRESIDENT**  
(OWNER OF 50% OF ALL SHARES)  
10341 SW. 107<sup>th</sup> STREET  
MIAMI, FLORIDA 33176

IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation in the State of Florida this 2<sup>ND</sup> day of February, 1998.

  
\_\_\_\_\_  
DIANA DE CARDENAS  
Incorporator / President

  
\_\_\_\_\_  
MARIA HERNANDEZ CUEVAS  
Incorporator / Vice President

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statute, 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 : FAMILY COUNSELING CENTER, P. A.
2. The name and address of the registered agent and office is:

ADOLFO E. IGLESIAS  
12964 SW. 133<sup>rd</sup> COURT  
MIAMI, FLORIDA 33186-5806

**ACCEPTANCE**

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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: \_\_\_\_\_

*Adolfo E. Iglesias*

Date: \_\_\_\_\_

FEB. 3, 1998

98 FEB -5 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED