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CR2E031(1/95)

# ARTICLES OF INCORPORATION

OF

# ARTICLE I

# CORPORATE NAME

The name of the corporation shall be

Herb Hamilton & Associates P.A.

# ARTICLE II

# **DURATION**

The corporation shall have perpetual existence, unless sooner dissolved according to law.

# ARTICLE III

# NATURE OF BUSINESS

The general nature of the business to be transacted shall be the development of Hypnotherapist practice offering books, tapes and consultations, and all related manners of business, as well as any other business or activities permitted under the laws of the United States or of the State of Florida.

## ARTICLE IV

# CORPORATE POWERS

The corporation shall have the power to:

- 1. Sue, and be sued, and appear and defend in all actions and proceedings in its corporate name, to the same extent as a natural person.
- 2. Adopt and use a common corporate seal, and to alter the same, if deemed necessary.
- 3. Appoint such officers and agents as its affairs shall require, and to allow them suitable compensation.
- 4. Adopt, change, amend, and repeal by-laws for the corporation, not inconsistent with its Articles of Incorporation, for the exercise of its affairs and property, and the transfer on its records of its shares of stock or other evidence of ownership of the corporation, and the calling and holding of meetings of its shareholders, officers and directors.
- 5. Make and enter into all contracts necessary and proper for the conduct of business.
- 6. Acquire, utilize and dispose of patents, copyrights, trademarks, and other licenses or rights or interest as it pertains to its business.
- 7. Take, hold, sell and convey such property, real or otherwise as may be necessary in order to obtain and secure payments of any indebtedness or liability to it.
- 8. Do all things and perform all acts necessary and proper for the accomplishment of the purposes stated in these articles, or necessary or incidental to the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted of conferred by law upon corporations in general.
- 9. To establish retirement and/or pension and/or profit sharing plans for the benefit of the corporation directors, officers and employees.

#### ARTICLE V

# INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Ten Dollars (\$10.00).

#### ARTICLE VI

#### CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have issued and outstanding at any time is one hundred (100) shares of common stock, each with a nominal par value of one dollar (\$1.00) per share. The price to be paid for each share of stock shall be determined by the Board of Directors of the corporation.

#### ARTICLE VII

# PRINCIPAL BUSINESS OFFICE

The initial business office of the corporation shall be:

4141 W. Waters Avenue

Tampa, FL 33614

#### ARTICLE VIII

# REGISTERED AGENT AND OFFICE

The initial registered agent and registered office of corporation shall be:

Dennis J. Campbell

4141 W. Waters Ave. Tampa, FL 33614

#### ARTICLE IX

#### INITIAL BOARD OF DIRECTORS

The number of directors may be increased and decreased not more then five(5). The names and address of initial directors of the corporation are:

Dennis J. Campbell

4141 W. Waters Ave. Tampa, FL 33614

#### ARTICLE X

# **SUBSCRIBERS**

The name and address of the subscriber to these articles of incorporation is:

Herbert A. Hamilton

8910 N. Dale Mabry Hwy Tampa, FL 33614

100%

#### ARTICLE XI

# 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, then such action shall be as valid as though it had been authorized at a meeting, duly called, of the Board of Directors of the corporation.

#### ARTICLE XII

## <u>INDEMNIFICATION</u>

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

## ARTICLE XIII

## BY-LAW AMENDMENT

The power to adopt, amend, or repeal the by-laws of the corporation shall be vested in the Board of Directors.

#### ARTICLE XIV

# AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provisions of these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders of the corporation are subject to this reservation.

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IN WITNESS WHEREOF, the undersigne Incorporation for the purpose herein expres	
Man Valled	Hubert A Hamilla
Witness	( y y to the same
Witness	
Witness	
State of Florida ) SS:	
County of Hillsborough )	
BEFORE ME, the undersigned aut	hority, personally appeared
	esented valid identification as indicated below bed as subscriber(s) in and who executed the knowledged before me that subscribed to
WITNESS my hand and official seal is here	
this 2 day of Much	<u>,</u> 1997.
	Susan J. Mepeull NOTARY PUBLIC
Identification:	
	SUSAN McDOWELL Notary Pulglic, State of Florida My Comm. Expires April 26, 1998 No. CC 367853 Bonded Thru Official Natury Bergics

# CERTIFICATE DESIGNATING REGISTERED AGENT AND AGENT FOR THE SERVICE OF PROCESS WITH THE STATE OF FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida State Statutes, the following is submitted:

Herb Hamilton & Associates P.A. with its corporation office located at 4141 W. Waters Ave., Tampa, FL 33614 has designated Dennis J. Campbell as its registered agent to accept service of process within the State of Florida.

I, Dennis J. Campbell, having been named to accept service of process for the above named corporation, do hereby accept and agree to comply with the provisions of the statutes relative to the performance of my duties as register agent.

Dated:

Dennis J. Campbell

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