

PEACOCK & GAFFNEY
LAW OFFICE
PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 33765

RAY PEACOCK
PATRICK F. GAFFNEY+

PEGGY BURKE BEVILLE

+ BOARD CERTIFIED
MARITAL & FAMILY LAWYER

October 19, 1998

(727) 796-7774
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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

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****122.50 *****78.75

Re: Advantage Behavioral Health, P.A.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	35.00
	<u>\$122.50</u>

If anything further is required, please do not hesitate to contact me.

Sincerely yours,

Ray Peacock

RP:jm
Enclosures

RECEIVED
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
ADVANTAGE BEHAVIORAL HEALTH, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, does hereby form a professional corporation under the laws of the State of Florida, pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be: ADVANTAGE BEHAVIORAL HEALTH, P.A.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To conduct and carry on the practice of mental health, including the performance of duties pertinent thereto, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice mental health in such state.

To invest its funds in real estate, mortgages, stocks, bonds, or other type of investments and to own real and personal property necessary for the rendering of the above described professional services.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the professional service corporation act, provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes, all as permitted by law.

ARTICLE III
CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 500 (Five Hundred) shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice -- in the State of Florida. The consideration for the issuance of said shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board; but a determination concerning the issuance of certain of the corporation's shares of stock shall not in anyway fix or determine the value of shares to be issued out of the remaining authorized but unissued stock. Whenever any share or shares of stock are issued in consideration of payments to be made in property, or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board or at any special meeting for which the fixing of the value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereof. Any and all shares of stock of this corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and nonassessable.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than FIVE HUNDRED (\$500.00 DOLLARS).

ARTICLE V
TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation in the State of Florida shall be 1938 Soule Road, Clearwater, Florida 33759.

The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII
NUMBER OF DIRECTORS

This corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished from time to time as determined by the By-laws, as adopted by the stockholder or stockholders.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The name and street address of the first Board of Directors:

<u>NAME</u>	<u>STREET ADDRESS</u>
Joe Adan, M.D. P.A.	1938 Soule Road Clearwater, FL. 33759
Alice Morales, M.D. P.A.	1938 Soule Road Clearwater, FL. 33759
Bob Rosen, PhD. P.A.	1938 Soule Road Clearwater, FL. 33759
Monique Duguay, LCSW	1938 Soule Road Clearwater, FL. 33759
Jim Wasenda, LMHC	1938 Soule Road Clearwater, FL. 33759

ARTICLE I
SUBSCRIBER

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

<u>NAME</u>	<u>STREET ADDRESS</u>
Joe Adan, M.D.P.A.	1938 Soule Road Clearwater, FL. 33759
Alice Morales, M.D.P.A.	1938 Soule Road Clearwater, FL. 33759
Bob Rosen, PhD. P.A.	1938 Soule Road Clearwater, FL. 33759
Monique Duguay, LCSW	1938 Soule Road Clearwater, FL. 33759
Jim Wasenda, LMHC	1938 Soule Road Clearwater, FL. 33759

ARTICLE X
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI
TRANSACTIONS IN WHICH OFFICERS
OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm in the absence of fraud, shall be affected, invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no Director or Officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation

may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XII RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-laws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive By-laws or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholders of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XIII ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers.

This corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interest, or corporation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issue of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

(A) A pension plan, (B) A profit-sharing plan, (C) A stock bonus plan, (D) A thrift and savings plan, (E) A stock option plan, (F) other retirement, death benefit or incentive compensation plan or plans.

ARTICLE XIV INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is 1938 Soule Road, Clearwater, Florida 33759. and the name of the initial registered agent of this corporation at that address is Bob Rosen.

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being the original Subscriber to the foregoing Articles of Incorporation, have hereunto set my hand and seal this 6 day of October, 1998.

JOE ADAN, M.D. P.A.
ALICE MORALES, M.D.P.A.

BOB ROSEN, PhD. P.A.

MONIQUE DUGUAY, LCSW

JIM WASENDA, LMHC

"Subscribers"

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority the following named person JOE ADAN who is personally known to me or produced Joe Adan as identification, and known to me to be the individual of that name subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as his free and voluntary act, and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6th day of October 1998.

Kathleen A. Weldon
Notary Public



STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority the following named person ALICE MORALES who is personally known to me or produced _____ as identification, and known to me to be the individual of that name subscribed in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same as her free and voluntary act, and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6th day of October 1998

Kathleen A. Weldon
Notary Public



STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority the following named person BOB ROSEN who is personally known to me or produced _____ as identification, and known to me to be the individual of that name subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as his free and voluntary act, and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6th day of October 1998.

Kathleen A. Weldon
Notary Public



STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority the following named person MONIQUE DUGUAY who is personally known to me or produced _____ as identification, and known to me to be the individual of that name subscribed in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same as her free and voluntary act, and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6th day of October 1998.

Kathleen A. Weldon
Notary Public



STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day ~~personally appeared~~ before me, the undersigned authority the following named person JIM WASENDA who is personally known to me or produced _____ as identification, and known to me to be the individual of that name subscribed in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same as his free and voluntary act, and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6th day of October 1998.



Kathleen A. Weldon
Notary Public

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

Pursuant to the provisions of Section 607.0505, Florida Statutes, 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: ADVANTAGE BEHAVIORAL HEALTH, P.A.

2. The name and address of the registered agent and office is
BOB ROSEN, 1938 Soule Road, Clearwater, FL. 33759

SIGNATURE: Bob D. Rosen, Jr., PA

(corporate officer)

TITLE Pres.

DATE 10/6/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE Bob D. Rosen, Jr., PA

BOB ROSEN

DATE 10/6/98

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98 OCT 21 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA