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FROM: HARRIS, BARRETT, MANN & DEW  
072720000016

ACCT#:

CONTACT: OUIDA FOX

PHONE: (813) 892-3100

FAX #:

(813) 898-0227

NAME: ANNE H. DEW, L.M.H.C., P.A.

AUDIT NUMBER.....H98000020847

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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November 9, 1998

HARRIS, BARRETT, MANN & DEW

SUBJECT: ANNE H. DEW, L.M.H.C., P.A.  
REF: W98000025277

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: E98000020847  
Letter Number: 598A00054316

FAX AUDIT NO. H98000020847

ARTICLES OF INCORPORATION  
OF  
ANNE H. DEW, L.M.H.C., P.A.

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I, the undersigned, licensed or otherwise legally authorized to practice Mental Health Counseling by and within the State of Florida, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: ANNE H. DEW, L.M.H.C., P.A..

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of mental health counseling and all of its fields of specialization as are engaged in by licensed mental health counselors in this state.

THIS INSTRUMENT PREPARED BY:  
JOHN C. DEW, ESQUIRE  
HARRIS, BARRETT, MANN & DEW  
150 SECOND AVENUE NORTH, SUITE 1500  
ST. PETERSBURG, FL 33701  
(727) 892-3100  
FBN: 0019411

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2. To engage and render the professional service involved only through its officers, agents and employees who are licensed mental health counselors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To own real and personal property necessary for the rendering of professional services hereby authorized.

5. To engage in no other business other than rendering of the professional services herein specified.

#### ARTICLE IV

##### CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One and NO/100 (\$1.00) Dollar par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to 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.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3090 Walnut Street, N.E., St. Petersburg, FL 33704

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and the name of the initial registered agent of this corporation and address is John C. Dew, Esquire, 150 Second Avenue North, Suite 1500, St. Petersburg, FL 33701.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Anne H. Dew	3090 Walnut Street, N.E. St. Petersburg, FL 33704

#### ARTICLE VII

##### INCORPORATORS

The names and addresses of each person signing these Articles are:

<u>Name</u>	<u>Address</u>
Anne H. Dew	3090 Walnut Street, N.E. St. Petersburg, FL 33704

#### ARTICLE VIII

##### AMENDMENT

1. The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is

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reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

2. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

#### ARTICLE IX

##### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional mental health counseling services to the public becomes legally disqualified to render such professional services within this state, or accepts

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employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VIII (B) dealing with "Amendments." Should any amendment be effected with changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

#### ARTICLE X

##### RIGHTS OF STOCKHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE IX

If any stockholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article VIII (B), the financial interest of such shareholders shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing

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to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws of Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

#### ARTICLE XI

##### INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XII

##### BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9 day of November, 1998.

  
\_\_\_\_\_  
ANNE H. DEW

STATE OF FLORIDA

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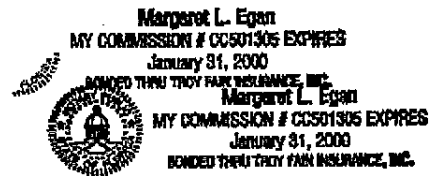
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COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup>  
day of November, 1998, by Anne H. Dew.

*Margaret L. Egan*  
Notary Public

My Commission Expires:



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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First--that ANNE H. DEW, L.M.H.C., P.A., desiring to organize under the laws of the State of Florida, with its principal office at 3090 Walnut Street, N.E. St. Petersburg, FL 33704, Pinellas County, Florida, has named John C. Dew, Esquire at 150 Second Avenue North, Suite 1500, St. Petersburg, FL 33704 as its agent to accept service of process within this state.

DATED: Nov. 9<sup>th</sup>, 1998.

  
Anne H. Dew Incorporator

ACKNOWLEDGEMENT

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 provisions of all statutes relative to the proper and complete performance of my duties.

  
John C. Dew, Resident Agent

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