

Law Offices
P99000001157

SCOTT DAVID KRUEGER, CHARTERED

A Professional Corporation

2790 NORTHWEST 43RD STREET, SUITE 200
POST OFFICE BOX 7099
GAINESVILLE, FLORIDA 32605

December 29, 1998

GAINESVILLE (352) 376-3090
OCALA (352) 732-4405
FACSIMILE (352) 373-7347

Department of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Gainesville Psychiatric Counseling Associates, P.A.

To whom it may concern:

Enclosed please find an original copy of the Articles of Incorporation for the above named corporation, as well as a certificate designating Registered Agent/Registered Office, together with our check in the amount of \$ 70.00 to cover the following costs:

| | |
|-------------------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Registered Agent Designation Fee | <u>35.00</u> |
| Total | <u>\$ 70.00</u> |

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Your prompt response in return of confirmation of filing of the Articles is appreciated.

Thank you for your assistance in this matter.

Sincerely yours,

Scott David Krueger
Scott David Krueger

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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EFFECTIVE DATE
1-1-99

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The undersigned incorporator(s), for purposes of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt(s) the following Articles of Incorporation, effective as of January 1, 1999.

ARTICLE I

The name of this professional service corporation is "**Gainesville Psychiatric Counseling Associates, P.A.**" The period of its duration is perpetual. The initial principal place of business and mailing address of this professional service corporation shall be:

Gainesville Psychiatric Counseling Associates, P.A.
Post Office Box 90117
Gainesville, Florida 32607

The bylaws may provide for relocation of the principal office or mailing address to any other address.

ARTICLE II

The purpose of this professional service corporation is to engage only in every aspect and phase of the business of rendering professional **psychiatric** services to the general public and to do all things in connection therewith that are customarily done by licensed **psychiatrists** under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation and Limited Liability Company Act."

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All professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice their profession.

ARTICLE III

The professional service corporation is authorized to issue 5000 shares, all of one class, at \$1.00 par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in other property (other than stock or securities), at a just valuation to be fixed by the board of directors of this professional service corporation. Shares may be issued only to a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated.

ARTICLE IV

The business of this professional service corporation shall be conducted, carried on, and managed by the officers of this professional service corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this professional service corporation within the limitations prescribed by law.

The name and street address of each member of the first board of directors is:

Joseph F. Llinas, M.D.
1827 N.W. 39th Drive
Gainesville, Florida 32605

They shall hold office until the first annual meeting of stockholders.

The officers of this professional service corporation shall be a president and any other officer as the board of directors may seem expedient. Any two or more offices may be held by the same person.

This professional service corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation or its bylaws of this professional service corporation shall be vested in the shareholders by a fifty-one (51) percent vote.

ARTICLE V

At all elections of directors of this professional service corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) the shareholder would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected. The

shareholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as the shareholder may see fit.

If all the directors severally or collectively consent in writing to any action taken or to be taken by the professional service corporation, and the writings evidencing their consent are filed with the Secretary of the professional service corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

Each shareholder of this professional service corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this professional service corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this professional service corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the professional service corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the professional

service corporation within thirty (30) days of receipt of notice from the professional service corporation.

ARTICLE VI

No contract or other transaction between a professional service corporation and one or more of its directors, or between a professional service corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if:

- 1) the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- 2) such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3) the contract or transaction is fair and reasonable as to the professional service corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE VI

The professional service corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to Florida statute or law.

ARTICLE VII

The name and address of the initial registered agent and office of this professional service corporation is as follows:

SCOTT DAVID KRUEGER
2790 Northwest 43rd Street, Suite 200
Gainesville, Florida 32606
(352) 376-3090

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

SCOTT DAVID KRUEGER
2790 Northwest 43rd Street, Suite 200
Gainesville, Florida 32606
(352) 376-3090

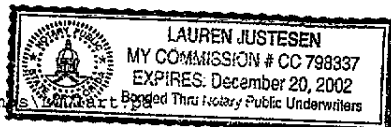
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of December, 1998.


Scott David Krueger

STATE OF FLORIDA
COUNTY OF ALACHUA

Subscribed and acknowledged before me by **Scott David Krueger**, who is personally known to me (yes ☒ no ☐) or produced _____ as identification, to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of December, 1998.



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Notary Public, State of Florida at Large
Printed Name: Lauren Justesen

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

In pursuance to the provisions of section 607.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That "**Gainesville Psychiatric Counseling Associates, P.A.**", desiring to organize under the laws of the State of Florida, has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

SCOTT DAVID KRUEGER
2790 NORTHWEST 43RD STREET, SUITE 200
GAINESVILLE, FLORIDA 32606

ACKNOWLEDGMENT

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 with and accept the obligations of my position as registered agent.


Scott David Krueger

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