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DALE, BALD, SHOWALTER & MERCIER  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

HOWARD L. DALE  
WILLIAM A. BALD \*  
RUSSELL H. SHOWALTER, JR.  
LEE F. MERCIER  
MICHAEL A. CANDETO  
JULIE SAIEG

\* ALSO ADMITTED IN GEORGIA

(904) 355-1155

200 WEST FORSYTH STREET, SUITE 1100  
JACKSONVILLE, FLORIDA 32202-4308

FACSIMILE (904) 355-1520  
E-MAIL: DaleBaldFL@aol.com

January 28, 1999

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

600002763156--7  
-02/03/99-01023-014  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: First Coast Speech & Language P.A.

Ladies and Gentlemen:

Enclosed are an original and one executed copy of Articles of Incorporation of First Coast Speech & Language and a personal check in the amount of \$122.50 made payable to "Secretary of State" for the following:

- 1) Filing of the Articles of Incorporation \$35.00;
- 2) Filing of Designation of and acceptance by registered agent \$35.00; and
- 3) Certified copy of Articles of Incorporation \$52.50.

We would appreciate your filing the original copy of the Articles of Incorporation in accordance with your usual procedure, and your returning to this office a certified copy of the Articles of Incorporation.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Sincerely yours,

*Julie Saieg*  
Julie Saieg

Enclosures

P. Hall

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FILED  
99 FEB -3 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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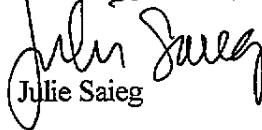
Re: First Coast Speech & Language, P.A.

Dear Ms. Hall:

Enclosed is an amended first page (and a copy of the amended first page) of the Articles of Incorporation of First Coast Speech & Language, P.A. Thank you for calling my attention to the error. As requested earlier, please return a certified copy of the Article of Incorporation to this office.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Sincerely yours,



Julie Saieg

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**FIRST COAST SPEECH & LANGUAGE, P.A.**

**FILED**

**99 FEB -3 PM 2: 24**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose for forming a professional service corporation under the laws of the State of Florida, pursuant to the requirements of Chapters 607 and 621, Florida Statutes (1997), hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the professional service corporation is First Coast Speech & Language, P.A.

Article II

Nature of Business

This corporation is specifically organized for the purpose of evaluating and screening the child through adult population for speech and language disorders, providing therapy for speech and language disorders and teaching remedial techniques for alleviation of those disorders in accordance with Chapter 64B of the Florida Administrative Code, and for the purpose of transacting any or all lawful business related thereto and permitted by law, which shall include investing the funds of the corporation and owning real or personal property necessary for the rendering of professional services.

Article III

Principal Office

The initial principal office and mailing address of the corporation is P.O. Box 551025, Jacksonville, Florida 32255.

Article IV

Capital Stock

A. Number; Par Value. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

B. Limitation on Issuance and Transfer. The shares may not be issued to any other professional corporation, professional limited liability company or any person not duly qualified and licensed or otherwise legally authorized to perform speech and language pathology services in the State of Florida.

## Article V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Julie Saieg, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping the registered office open for service of process.

## Article VI

### Directors

A. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

B. Initial Director. The name and street address of the member of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Kenneth Jakob Smeds	1235 Challen Avenue Jacksonville, Florida 32205

C. Director Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## Article VII

### Bylaws

The bylaws of the corporation shall be adopted, altered, amended and repealed from time to time by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

Kenneth Jakob Smeds  
c/o Julie Saieg, Attorney  
200 W. Forsyth Street, Suite 1100  
Jacksonville, FL 32202

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Article X

Indemnification

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 28<sup>th</sup> day of January, 1999.

  
Kenneth Jakob Smeds

STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF DUVAL       )

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of January, 1999, by Kenneth Jakob Smeds, who is personally known to me.



Julie Saieg  
My Commission CC577804  
Expires Aug. 18, 2000

Julie Saieg  
Notary Public, State of Florida at Large  
My Commission Expires: Julie Saieg

Typed or printed name of Notary

**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 607.0501, Florida Statutes, the following is submitted:

Kenneth Jacob Smeds desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named Julie Saieg located at 200 West Forsyth Street, Suite 1100, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

[Signature]  
Incorporator

Date: January 28<sup>th</sup>, 1999

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.

Julie Saieg  
Registered Agent

Date: January 28, 1999