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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700002980607--5  
-09/08/99-01046--002  
\*\*\*\*78.00 \*\*\*\*78.00

SUBJECT: PSYCHOTHERAPY MANAGEMENT SERVICES, INC  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy

☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Jesse H. Webb, Jr  
Name (Printed or typed)  
5345 ORTEGA BLVD SUITE 11  
Address  
JACKSONVILLE FLA 32210  
City, State & Zip  
904-382-5900  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

99 SEP -8 PM 5:18  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

FILED

9-15  
WC

**ARTICLES OF INCORPORATION  
OF  
PSYCHOTHERAPY MANAGEMENT SERVICES, INC.**

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FILED  
99 SEP -8 PM 5:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is **PSYCHOTHERAPY MANAGEMNET SERVICES, INC.**

**ARTICLE II. PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

**ARTICLE IV. QUALIFICATION OF MEMBERS**

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-Laws.

**ARTICLE V. TERM OF EXISTENCE**

The existence of this corporation shall commence as the date these Articles are duly filed, and it shall exist perpetually thereafter.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The resident agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida has named JESSE H. WEBB, JR., located at 5345 ORTEGA BOULEVARD, Suite 11, JACKSONVILLE, FLORIDA 32210, as its agent to accept service of process within the state.

**ARTICLE VII. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall manage the business affairs of this corporation. The Board of Directors shall manage this corporation. This corporation shall



Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

#### **ARTICLE X. BY-LAWS**

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE XI. AMENDMENTS**

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

#### **ARTICLE XII. LOCATION**

The location of this corporation is **5345 ORTEGA BOULEVARD, SUITE #12, JACKSONVILLE, FLORIDA 32210.**

#### **ARTICLE XIII. INDEMNIFICATION**

This corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who, at the request of the Board of Directors of the corporation, may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.



have two director(s) initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than one (1), nor more than ten (10).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

NAME	ADDRESS
Jesse H. Webb, Jr.	5345 ORTEGA BOULEVARD, Suite 11 JACKSONVILLE, FLORIDA 32210
William L. Scott	5345 ORTEGA BOULEVARD, Suite 12 JACKSONVILLE, FLORIDA 32210

#### ARTICLE VIII. INCORPORATORS

The name and address of the person signing these Articles are:

NAME	ADDRESS
JESSE H. WEBB, JR.	5345 ORTEGA BOULEVARD, SUITE 11 JACKSONVILLE, FLORIDA 32210

#### ARTICLE IX. OFFICERS

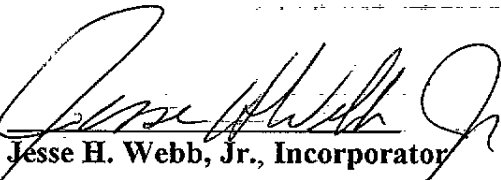
Section 1. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

William G. Scott	President
JESSE H. WEBB, JR.	Vice-President/Secretary and Treasurer



IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal, this 2 day of September, A.D., 1999, for the purpose of forming this corporation under the laws of the State Of Florida.

  
Jesse H. Webb, Jr., Incorporator


9-2-99  
Date

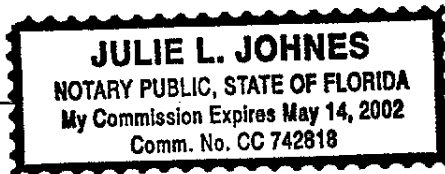
STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, a Notary public duly authorized in the state and county named above to take acknowledgments, personally appeared JESSE H. WEBB, JR.. To me known to be the person(s) described as incorporator and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

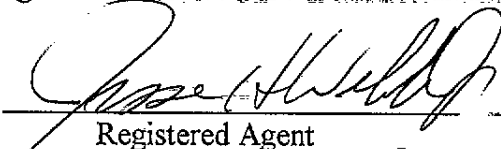
The foregoing instrument was acknowledge before me this 2 day of September, A.D., 1999 by JESSE H. WEBB, JR. who is personally known to me and did take this oath.

NOTARY PUBLIC

  
CC 742818



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.

  
Registered Agent

9-2-99  
Date