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**ARTICLES OF INCORPORATION
OF
PIVOTAL POINT THERAPY A PROFESSIONAL
CLINICAL COUNSELOR CORPORATION**

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is Pivotal Point Therapy A Professional Clinical Counselor Corporation.

**ARTICLE II
PURPOSE OF CORPORATION**

The purpose of the corporation is to engage in the profession of professional clinical counseling and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations. This corporation is a professional corporation within the meaning of California Corporations Code §§13400 et seq.

**ARTICLE III
INITIAL AGENT FOR SERVICE OF PROCESS**

This corporation's initial agent for service of process is San Diego Corporate Law, A Professional Law Corporation.

**ARTICLE IV
CORPORATE ADDRESSES**

A. The street address of the corporation shall be:

4655 Cass Street STE 406
San Diego, CA 92109

B. The mailing address of the corporation shall be:

P.O. Box 90834
San Diego, CA 92169

ARTICLE V CAPITALIZATION


- A. This corporation is authorized to issue only one class of shares, which shall be designated as "common" shares. The total number of such shares authorized to be issued is ten thousand (10,000) shares.
- B. This corporation is subject to the restrictions on the qualifications of shareholders imposed by California Corporations Code §13401.5 and other applicable laws, rules, and regulations, which provide that only the following may be shareholders of a professional clinical counseling corporation:
- (1) Holders of a valid license to practice professional clinical counseling by the California Board of Behavioral Sciences;
 - (2) The following licensed persons as defined by Corporations Code §13401.5(o) as long as the number of shares in the corporation owned by such persons does not exceed 49 percent of the total shares issued by the corporation and the number of such persons owning shares in the corporation does not exceed the number of professional clinical counselors owning shares in the corporation: licensed physicians and surgeons; licensed psychologists; licensed clinical social workers; licensed marriage and family therapists; registered nurses; licensed chiropractors; licensed acupuncturists; naturopathic doctors; and licensed midwives.

ARTICLE VI LIMITATIONS ON DIRECTOR LIABILITY

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

**ARTICLE VII
DIRECTOR AND OFFICER INDEMNIFICATION**

The corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through Bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by the Corporations Code 317, subject to the limits on such excess indemnification set forth in the Corporations Code 204(a)(11).



Christina Gandy-Delgadillo, Esq.
Incorporator