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File No.: 6374803

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**ARTICLES OF INCORPORATION
OF
BAUM PSYCHOLOGY PC**

**ARTICLE I:
NAME OF CORPORATION**

The name of this corporation is Baum Psychology PC.

**ARTICLE II:
PURPOSE OF CORPORATION**

The purpose of the corporation is to engage in the profession of psychology 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:
CORPORATE ADDRESSES**

A. The street address of the corporation shall be:

1611 South Melrose Drive STE A-162
Vista, CA 92081-5407

B. The mailing address of the corporation shall be:

P.O. Box 90834
San Diego, CA 92169

**ARTICLE IV:
AGENT FOR SERVICE OF PROCESS**

The name in California of this corporation's initial agent for service of process is San Diego Corporate Law, A Professional Law Corporation.

ARTICLE V: CAPITALIZATION

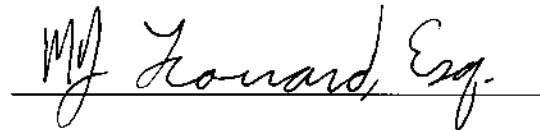
- A. This corporation is authorized to issue only one class of shares, which shall be designated as "common" shares. The total number of such shares authorized to be issued is ten thousand (10,000) shares.
- B. This corporation is subject to the restrictions on the qualifications of shareholders imposed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



Michael J. Leonard, Esq.
Incorporator