

W. THERON McLARTY, M.D., P.C.

780/055

~~78-1055~~

January 31st, 1978

Fulton County

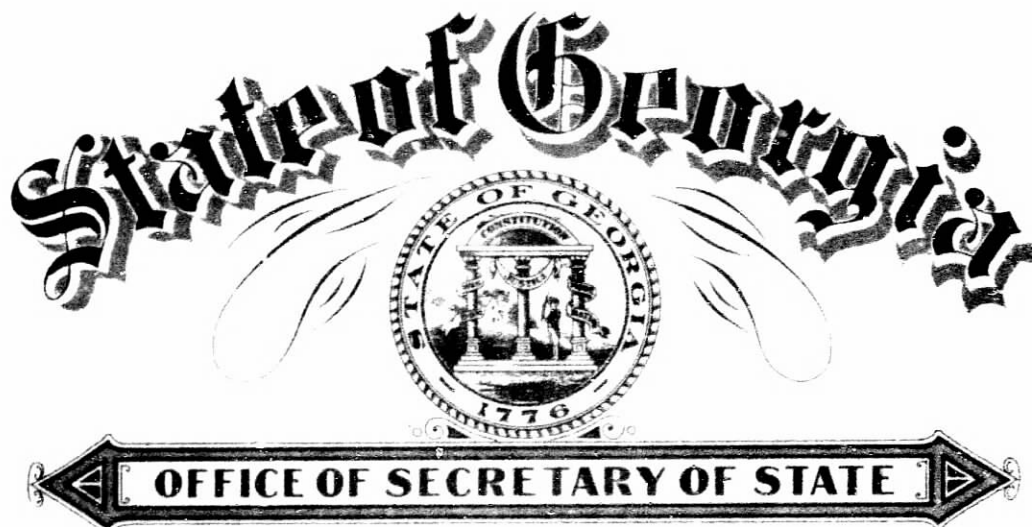
Douglas L. Cronkright

JC 8/87

Max. 10,000 shares com. @1.00

Paidin \$500.00

DUPLICATE



*I, Ben W. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify, that*

"W. THERON McLARTY, M.D., P.C."

has been duly incorporated under the laws of the State of Georgia on the **31st**
day of **January**, 19 **78**, by the filing of articles of incorporation in the office of the
Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true
copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the seal of my office, at the Capitol, in the City of
Atlanta, this **31st** day of **January** in the year
of our Lord One Thousand Nine Hundred and Seventy
Eight and of the Independence of the United States
of America the Two Hundred and **Two**.

Ben W. Fortson, Jr.

SECRETARY OF STATE, EX OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
W. THERON McLARTY, M.D., P.C.

I.

The name of the corporation is:

"W. THERON McLARTY, M.D., P.C."

II.

The corporation is organized under the Georgia Business Corporation Code and hereby elects to become subject to the Georgia Professional Corporation Act, Georgia Laws 1970, No. 943, p. 243; Georgia Code Annotated, Chapter 84-54, for the following purposes.

III.

The corporation shall have perpetual duration.

IV.

The corporation is organized for the following purposes:

To engage in every phase and aspect of the business of rendering professional services to the public through the practice of the profession of medicine, and more specifically, psychiatry, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Georgia to practice medicine, and more specifically psychiatry, within said State.

To own real and personal property necessary or appropriate for carrying out the purposes of the corporation and in advancing the interests of the corporation; and to invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment whatsoever.

To such extent as a corporation organized under the Georgia Business Corporation Code, which has elected to

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become subject to the Georgia Professional Corporation Act, may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, partnerships, joint ventures, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its property; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Georgia Business Corporation Code, having elected to become subject to the Georgia Professional Corporation Act, or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the enumeration as to the specifics shall not limit in any manner the general powers, but are in furtherance of, and in addition to and not in limitation of, said general powers.

V.

The corporation shall have authority to issue not more than Ten Thousand (10,000) shares of common stock, of One (\$1.00) Dollar par value, and shall be authorized, at the direction of its Board of Directors, to offer, sell, and issue such shares in such a manner, that, in the hands of qualified shareholders, such shares will receive the benefits of Section 1244 of the Internal Revenue Code of 1954, as amended.

VI.

The corporation shall not commence business until it shall have received not less than Five Hundred (\$500) Dollars in payment for the issuance of the shares of stock.

VII.

Fulton The initial registered office of the corporation shall be at 618 Fulton Federal Building, Atlanta, Georgia, 30303. The initial registered agent of the corporation shall be Douglas L. Cronkright.

VIII.

The initial Board of Directors shall consist of:

W. Theron McLarty, M.D.
2718 Breckinridge Way, N.E.
Atlanta, Georgia 30345

IX.

The name and address of the incorporator is:

Douglas L. Cronkright
618 Fulton Federal Building
Atlanta, Georgia 30303

X.

The Board of Directors of the corporation may, from time to time, at its discretion, distribute a portion of its assets to its shareholders out of capital surplus of the corporation.

XI.

The corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purchase.

XII.

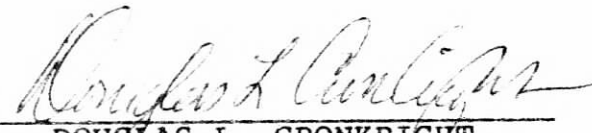
The shares of the Corporation shall only be issued to, held by, or transferred to a person who is licensed in Georgia to practice the profession of medicine, and more specifically, psychiatry, and who, unless disabled, is actively engaged in such practice, except as otherwise permitted under the provisions of Section 5 of the Georgia

Professional Corporation Act, and each share certificate of the Corporation shall be appropriately endorsed disclosing the restriction and stating that the share standing in the name of the retired person or of a person disqualified to practice in the profession of medicine, and more specifically psychiatry, or in the name of a personal representative of a deceased person, except during the holding period provided by the provisions of Section 5 of the Georgia Professional Corporation Act, are void.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

This 31st day of January, 1978.

FREEMAN & HAWKINS

By: 
DOUGLAS L. CRONKRIGHT
Attorney for Incorporator

618 Fulton Federal Building
Atlanta, Georgia 30303
(404) 522-0856

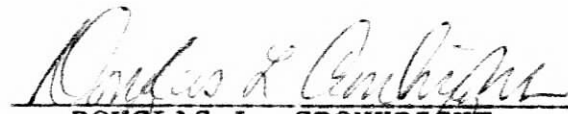
CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Ben W. Fortson, Jr.
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, DOUGLAS L. CRONKRIGHT, do hereby consent to serve
as registered agent for the following corporation:

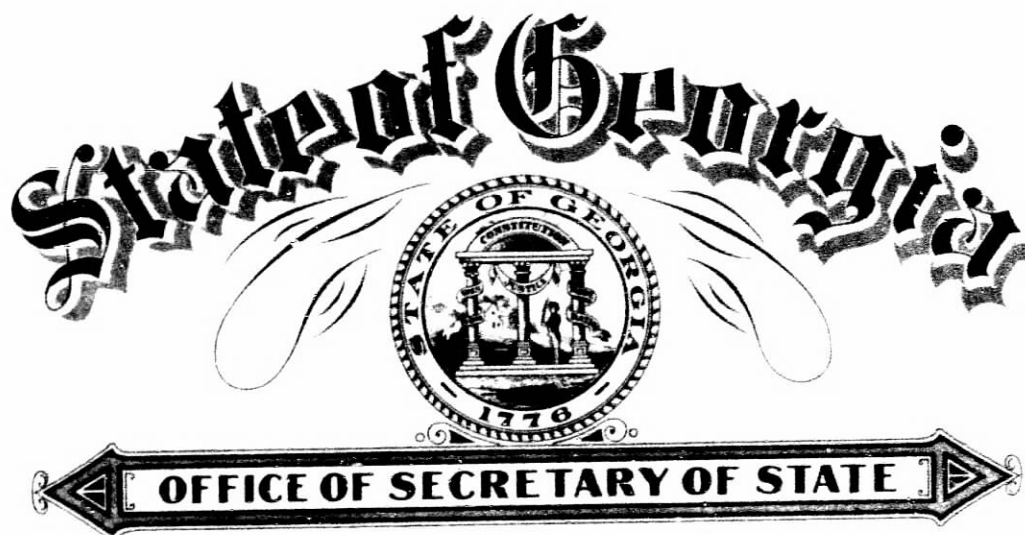
W. THERON McLARTY, M.D., P.C.

This 31st day of JANUARY, 1978.


DOUGLAS L. CRONKRIGHT

FREEMAN & HAWKINS
618 Fulton Federal Building
Atlanta, Georgia 30303

(404) 522-0856



*I, Ben W. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify, that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"W. THERON McLARTY, M.D., P.C."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
31st day of January, in the year of our Lord
One Thousand Nine Hundred and Seventy Eight and
of the Independence of the United States of America the Two
Hundred and Two.

Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia