

NO6000002539

Carson and Adkins
(Requestor's Name)

2958 Wellington Cir North Ste 200
(Address)

(Address)

Tallahassee, FL 32309
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

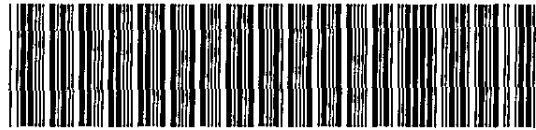
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06 MAR - 7 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
06 MAR - 7 PM 11:52
CIVIL JUSTICE DIVISION



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2006

CARSON AND ADKINS
2958 WELLINGTON CIR NORTH STE 200
TALLAHASSEE, FL 32309

SUBJECT: PALM BEACH COUNTY OPTOMETRIC ASSOCIATION, INC.
Ref. Number: W06000011005

File List

We have received your document for PALM BEACH COUNTY OPTOMETRIC ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unable to contact you by telephone, as you were at lunch.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 906A00015787

**ARTICLES OF INCORPORATION
OF
PALM BEACH COUNTY OPTOMETRIC ASSOCIATION, INC.
(Not-For-Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit business corporation.

**ARTICLE I
NAME**

The name of the Corporation is: **PALM BEACH COUNTY OPTOMETRIC ASSOCIATION, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 7750 Okeechobee Boulevard, Suite # 9, West Palm Beach, Florida 33411.

The mailing address of the Corporation is 7750 Okeechobee Boulevard, Suite #9, West Palm Beach, Florida 33411.

**ARTICLE III
PURPOSE**

(a) The specific purpose for which this Corporation is formed include advancing and improving the art and science of optometry through the continuous education of its members; elevating the standards and ethics of the optometry profession; and advancing and improving the vision care of the public through prevention of visual deficiencies and through public education. This Corporation shall be affiliated with the Florida Optometric Association and the American Optometric Association.

(b) This Corporation is organized and operated exclusively for not-for-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director, or officer.

(c) This Corporation shall have and exercise all rights and powers conferred upon not-for-profit corporations under the laws of the Sate of Florida, provided, however, this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this article.

**ARTICLE IV
MEMBERSHIP**

The classifications of membership of this Corporation including the qualifications, application process, privileges, dues, and grounds for termination for each membership class shall be as set forth in the bylaws.

**ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS**

(a) Board of Directors. The board shall be empowered to transact all business of the Corporation subject to the bylaws. The board shall consist of seven (7) directors elected in the manner set forth in the bylaws. The number of directors herein provided for may be changed by a bylaw duly adopted by the members of the Corporation entitled to vote.

The names and addresses of the persons constituting the first board of directors who are to act in that capacity until the selection of their successors are:

Mark T. Marciano, O.D.
7750 Okeechobee Boulevard
Suite # 9
West Palm Beach, Florida 33411

Chris Castello, O.D.
204 E. Atlantic Avenue
Delray Beach, Florida 33444

Cliff Stephens, O.D.
5460 N. Ocean Boulevard
#3-D
Singer Island, Florida 33404

George Schmidt, O.D.
9123 N. Military Trail
Suite 101
Palm Beach Gardens, Florida 33410

Amy Pikal, O.D.
1801 N. Flagler Drive
510
West Palm Beach, Florida 33407

Robert Rhodes, O.D.
4061 Cedar Creek Ranch Circle
Lake Worth, Florida 33467

Jolene A. Reiter, O.D.
216 E. Saratoga Boulevard
Royal Palm Beach, Florida 33411

(b) Elective Officers. The officers of this Corporation shall be a President, Vice-President/President-Elect, Secretary, Treasurer, and two (2) Trustees. Other offices and officers may be established or appointed by members of this Corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the articles of incorporation are:

<u>NAME</u>	<u>OFFICE</u>
<u>Mark T. Marciano, O.D.</u>	<u>President</u>
<u>Chris Castello, O.D.</u>	<u>Vice-President</u>
<u>Cliff Stephens, O.D.</u>	<u>Treasurer</u>
<u>George Schmidt, O.D.</u>	<u>Secretary</u>
<u>Amy Pikal, O.D.</u>	<u>Trustee</u>
<u>Robert Rhodes, O.D.</u>	<u>Trustee</u>

ARTICLE VI BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this Corporation.

**ARTICLE VII
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

**ARTICLE VIII
DURATION OF EXISTENCE**

This Corporation shall exist perpetually unless lawfully dissolved.

**ARTICLE IX
DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to an organization that has the same or similar corporate purposes as those of this Corporation and that maintains an exemption under Section 501 (c) (6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Alternatively, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

**ARTICLE X
REGISTERED AGENT**

The name and address of the registered agent for service is Chris Castello, O.D., 204 E. Atlantic Avenue, Delray Beach, Florida 33444.

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TALLAHASSEE, FLORIDA

**ARTICLE XI
ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for PALM BEACH COUNTY OPTOMETRIC ASSOCIATION, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 607.0501, Florida Statutes.

Chris Castello, O.D.
Chris Castello, O.D.
Registered Agent

2/22/06
Date

**ARTICLE XII
INCORPORATOR**

The name and address of the subscriber and official incorporator in these Articles of Incorporation is as follows:

Mark T. Marciano, O.D.
7750 Okeechobee Blvd., Suite # 9
West Palm Beach, Florida 33411

IN WITNESS WHEREOF, Mark T. Marciano, O.D., Incorporator, hereunto set his and in Palm Beach County, Florida this 22 day of Feb, 2006.

Mark T. Marciano
Mark T. Marciano, O.D.