

P10000018982

Law Office of Timothy C. Schuler
9075 Seminole Boulevard
Seminole, FL 33772

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

L02-32744

(Document Number)

Certified Copies _____ Certificates of Status _____

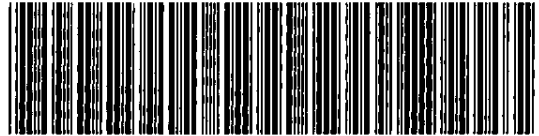
Special Instructions to Filing Officer:

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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FF \$105.00
cc/cws 17.50
122.50

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

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This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Metzler Veterinary Hospital, PL

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on December 6, 2002
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Metzler Veterinary Hospital, P.A.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: Upon Filing
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 24th day of February, 2010.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: *Douglas R. Metzler*
Printed Name: Douglas R. Metzler, DVM Title: President

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: *Douglas R. Metzler*
Printed Name: Douglas R. Metzler, DVM Title: Manager/Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$ 8.75 (Optional)
- Certificate of Status: \$ 8.75 (Optional)

**ARTICLES OF INCORPORATION
OF
METZLER VETERINARY HOSPITAL, P.A.**

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ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is METZLER VETERINARY HOSPITAL P.A., and its principal office or mailing address is: 2454 McMillan Booth Road, Suite 100, Clearwater, Florida 33759.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized generally for the purpose of transacting any and all lawful business allowed for a Professional Service Corporation, and specifically for veterinary services.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock. None of the capital stock may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder may sell or transfer her or his shares in such corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of such corporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9075 Seminole Boulevard, Seminole, Florida 33772, and the name of the initial registered agent is Timothy C. Schuler.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one.

The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS R. METZLER	2454 McMullen Booth Road, Clearwater, Florida 33759

ARTICLE 7: INCORPORATOR

The name and address of the person signing these Articles:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS R. METZLER	2454 McMullen Booth Road, Suite 100 Clearwater, Florida 33759

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 12: DISQUALIFICATION

If any officer, shareholder, or employee of a corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, such corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of February, 2010.



DOUGLAS H. METZLER

"Incorporator"

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 24th day of February, 2010.



TIMOTHY C. SCHULER, Registered Agent