

538362

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Amended & Restated
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 MAR -7 PM 2:26

MAR 11 2016

A RAMSEY

FREDERICK R. MACLEAN
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LAURA G. MACLEAN
BRIAN V. BERGMAN
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MACLEAN & EMA P.A.
Attorneys and Counselors at Law

OF COUNSEL
ARLENE LAKIN
BOARD CERTIFIED
ELDER LAW

* ALSO ADMITTED IN ILLINOIS

March 1, 2016

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

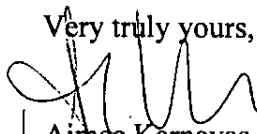
Re: Peter F. Fleming, D.V.M., P.A.

To Whom It May Concern:

Enclosed please find the Amended and Restated Articles of Incorporation of Peter F. Fleming, D.V.M., P.A. and Check No. 31550 in the amount of \$35.00, as payment for the filing fee of same.

Should you any questions regarding this transmittal, please do not hesitate to contact our office.

Very truly yours,


Aimee Karnavas
Law Clerk

Enclosures: as noted

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PETER F. FLEMING, D.V.M., P.A.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Corporation was formed upon the filing of the original Articles of Incorporation with the Florida Secretary of State (Florida document number 538362) on June 30, 1977. The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation shall supersede the Articles of Incorporation, as may have been previously amended or restated.

**ARTICLE I
NAME**

The name of this corporation is amended and shall now be known as **PETER F. FLEMING, D.V.M., INC.**, ("Corporation").

**ARTICLE II
TERM AND EXISTANCE AND FISCAL YEAR**

The Corporation shall continue its existence from the date of filing the original Articles of Incorporation on June 30, 1977, with the Florida Department of State and shall have perpetual existence thereafter. The Corporation shall have a fiscal year beginning January of each year.

**ARTICLE III
NATURE OF THE BUSINESS**

The general nature of the business to be transacted by the Corporation and the objects of and purposes of it shall be to conduct any and all lawful business which may be transacted by a Corporation.

**ARTICLE IV
POWERS**

The Corporation shall have all powers conferred by the laws of Florida on corporations.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the Corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI
SHAREHOLDERS' RIGHTS

(A) Each share of stock in the Corporation shall entitle the holder thereof to one vote at any meeting of the Corporation's shareholders.

(B) There shall be no cumulative voting of the stock entitled to vote in the election of directors of the Corporation.

(C) No holder of any class of stock shall have any preemptive or preferential rights to subscribe to purchase, or receive any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Corporation is PETER F. FLEMING, 3711 N.E. 29th Avenue, Lighthouse Point, FL 33064.

ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 3711 N.E. 29th Avenue, Lighthouse Point, FL 33064.

ARTICLE IX
NUMBER OF DIRECTORS

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the Corporation shall always have at least one (1) director. The shareholders of the Corporation may remove any director from office at any time with or without cause.

ARTICLE X
DIRECTORS AND OFFICERS

The name, title, and street address of the directors and officers of the Corporation are:

	NAME	TITLE	ADDRESS
1.	Peter F. Fleming	Director, President	3711 N.E. 29 th Avenue, Lighthouse Point, FL 33064
2.	Ruth A. Fleming	Director, Secretary	3711 N.E. 29 th Avenue, Lighthouse Point, FL 33064

ARTICLE XI
TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any director or officer of this Corporation has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer

individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this Corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other Corporation or member of any other firm, or not so interested.

ARTICLE XII AMENDMENT

These Amended and Restated Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XIV ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amend and Restated Articles of Incorporation were adopted by the shareholders. The number of votes cast for the approval by the shareholders was sufficient for approval.


IN WITNESS WHEREOF, the undersigned director has executed these Amended and Restated Articles of Incorporation on March 1, 2016.



PETER F. FLEMING, D.V.M, DIRECTOR

STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT

Having been named as Registered Agent to accept service of process for the Corporation at the place designated, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of Florida law relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



**PETER F. FLEMING, REGISTERED
AGENT**

**CONSENT AND RESOLUTION OF
PETER F. FLEMING, D.V.M., P.A.**

Peter F. Fleming, being the sole shareholder of Peter F. Fleming, D.V.M., P.A., a Florida professional service corporation, (the "Corporation"), and the Board of Directors of the Corporation, hereby resolve and take the following action in lieu of a meeting:

RECITALS

WHEREAS, the Corporation is a Florida professional corporation, established pursuant to Florida Statutes, Chapter 621, for the purpose of rendering professional veterinary services; and,

WHEREAS, the Shareholder and the Corporation desire to engage in any and all lawful business as permitted under Florida Statutes, Section 607.0301.

RESOLUTION

NOW THEREFORE, BE IT RESOLVED, that the Corporation is authorized to file amended and restated articles of incorporation with the Florida Department of State, which shall expressly state that the Corporation is authorized to engage in any and all lawful business;

BE IT FURTHER RESOLVED, that the officers and directors of the Corporation are authorized to do and perform any and all such acts, including execution of any and all documents they shall deem necessary or advisable, to carry out the purposes of the foregoing resolution.

SHAREHOLDER:

Date: March 1, 2016



PETER F. FLEMING, D.V.M.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution adopted by the Shareholder and the Board of Directors of the Corporation on the day first day of March, 2016.

Date: March 1, 2016



PETER F. FLEMING, D.V.M, DIRECTOR