

F 99000000426

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Brunswick Pharmacy Services, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation  
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

200002749902--7  
-01/21/99--01077--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gerald A. Dechow

(Name of Person)

(Firm/Company)

3400 S. Tamiami Trail, Suite 301

(Address)

Sarasota, FL 34239

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Gerald A. Dechow

(Name of Person)

at ( 941 ) 366-2949

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**MOSS & ROCOVICH**

ATTORNEYS-AT-LAW

A PROFESSIONAL CORPORATION

4415 ELECTRIC ROAD 24014

P. O. BOX 13606

ROANOKE, VIRGINIA 24035

(540) 774-8800

FAX (540) 774-8808

FILE NO:

January 20, 1999

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***VIA UPS NEXT DAY AIR***

Department of State  
Division of Corporations  
Qualification/Tax Lien Section  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: Application by Foreign Corporation for Authorization to Transact Business in  
Florida**

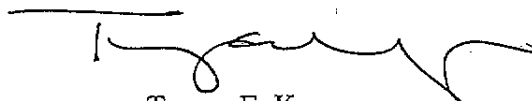
Dear Sir/Madam:

Enclosed please find Brunswick Pharmacy Services, Inc.'s application to transact business in Florida, along with a check in the amount of \$70.00, representing the filing fee. Please process the application at your earliest opportunity and return acknowledgment of the authorization to my attention in the enclosed envelope. I have enclosed an acknowledgment copy of the application to be stamped "filed" for your convenience.

Should you have questions or need additional information, please contact me. Thank you for your assistance in this regard.

Sincerely,

MOSS & ROCOVICH, P.C.



Tracey E. Kenyon  
Paralegal

/tek  
Enclosures

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Brunswick Pharmacy Services, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. North Carolina  
(State or country under the law of which it is incorporated)
3. 56-1387843  
(FEI number, if applicable)
4. October 27, 1983  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A (has not transacted business in Florida yet)  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3400 S. Tamiami Trail, Suite 301  
Sarasota, FL 34239  
(Current mailing address)
8. See Article III of the Articles of Incorporation attached  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Gerald A. Dechow  
Office Address: 3400 S. Tamiami Trail, Suite 301  
Sarasota, Florida, 34239  
(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

\_\_\_\_\_  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Gerald A. Dechow

Address: 3400 S. Tamiami Trail, Suite 301  
Sarasota, FL 34239

Director: Keith F. Green

Address: 3400 S. Tamiami Trail, Suite 301  
Sarasota, FL 34239

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President Gerald A. Dechow

Address: 3400 S. Tamiami Trail, Suite 301  
Sarasota, FL 34239

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Angela C. Bias

Address: 3400 S. Tamiami Trail, Suite 301  
Sarasota, FL 34239

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GERALD A. DECHOW, PRESIDENT

(Typed or printed name and capacity of person signing application)

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12. B. (cont'd)

**OFFICERS**

CFO: Keith F. Green  
3400 S. Tamiami Trail, Suite 301  
Sarasota, FL 34239

Assistant Secretary: Tracey B. Kenyon  
4415 Electric Road  
Roanoke, VA 24014

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ARTICLES OF INCORPORATION  
OF

BRUNSWICK PHARMACY SERVICES, INC.

The undersigned, being persons of full age, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation, under and by virtue of the laws of the State of North Carolina;

ARTICLE I.

The name of the corporation is BRUNSWICK PHARMACY SERVICES, INC.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

The objects and purposes for which the corporation is formed are as follows:

(a) To prepare, compound, manufacture, buy, sell, import, export and generally deal in and with drugs, medicines, chemicals, perfumes, soaps, toilet articles, druggists' sundries, mineral and soda water, proprietary articles, electrical and surgical apparatus, physicians' and hospital supplies, and all kinds of pharmaceutical, chemical and medicinal preparations, compounds and materials.

(b) To conduct and carry on in all its branches the business of chemists, druggists and manufactures and dealers in medicine, chemicals, pharmaceutical and other compounds, preparations and materials, and all supplies, devices, machinery, apparatus and improvements used with such business or in connection therewith.

(c) To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesale or retailer, to purchase and sell notions, toys, department store supplies and merchandise of every kind usually handled in a variety store, and to receive and sell the same as agent or on commission.

(d) To engage in the business of selling and distributing fountain supplies, extracts, flavors, manufactured foods, of every kind and nature, candies, tobaccos, magazines, books and periodicals.

(e) To acquire and operate ice cream and soda fountains, together with all the fixtures, equipment, machinery and dishes necessary in connection with a restaurant and ice cream and soda fountain business.

(f) In order to properly prosecute the objects and purposes herein set forth, this corporation shall have full power and authority to purchase, lease or otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real

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TALLAHASSEE FLORIDA

and personal, both in this state and in all other states, and to purchase the business, good will and all other property of any other individual, firm or corporation, as a going concern, and to assume all of its debts, contracts and obligations, provided such business is of the nature authorized by these articles.

(g) To conduct and carry on any other business which may be capable of being profitable when conducted in connection with the business of the corporation, and to conduct and carry on any other business that is adapted, directly or indirectly, to add to the value of the property of the corporation, or to derive profits from its authorized business.

(h) To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

#### ARTICLE IV.

The corporation shall have the authority to issue ONE HUNDRED THOUSAND (100,000) shares of capital stock with a par value of ONE DOLLAR AND NO/100 (\$1.00) per share.

#### ARTICLE V.

The stockholders of the corporation shall not be individually liable for the debts of the corporation.

#### ARTICLE VI.

The address of the initial registered office of the corporation shall be Post Office Box 244, Leland, North Carolina, New Hanover County, and the name of the corporation's initial registered agent at said address shall be David Sherrill.

#### ARTICLE VII.

The initial Board of Directors of the corporation shall be composed of three (3) persons whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Sherrill	Leland, North Carolina
Raymond E. Sherill	Leland, North Carolina
Debbie Evans Sherrill	Leland, North Carolina

who shall serve as Directors of the corporation until the first meeting of the shareholders or until their successors be elected and qualify.

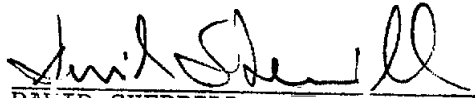
#### ARTICLE VIII.

The name and address of the incorporator is as follows:  
David Sherrill, Post Office Box 244, Leland, North Carolina.

ARTICLE IX.

The Board of Directors of the Corporation shall have the power upon vote of the majority of the Directors and without the assent of, or the vote of the Stockholders, to adopt, amend, or repeal the by-laws of the corporation.

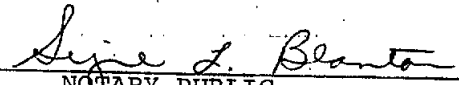
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my seal, this the 12<sup>th</sup> day of October, 1983.

 (SEAL)  
DAVID SHERRILL

STATE OF NORTH CAROLINA  
COUNTY OF BLADEN

THIS IS TO CERTIFY that on the 19<sup>th</sup> day of October, 1983, before me, Signe L. BLANTON, a Notary Public, personally appeared DAVID SHERRILL, whom I personally know is the person named in and who executed the foregoing Articles of Incorporation of Brunswick Pharmacy Services, Inc., and having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, for the uses and purposes therein expressed.

Witness my hand and notarial seal.

  
NOTARY PUBLIC

My Commission expires:

April 20, 1986



# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

## CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

**BRUNSWICK PHARMACY SERVICES, INC.**

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 27<sup>th</sup> day of October, 1983, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of December, 1998.

*Elaine F. Marshall*

Secretary of State