

J82665

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

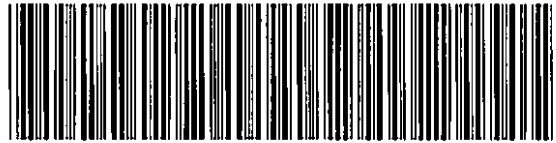
(Document Number)

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Special Instructions to Filing Officer:

Office Use Only



900413695719

Amended & Restated  
Articles

FILED

2023 AUG 17 AM 9:37

RECEIVED

2023 AUG 17 AM 11:27



ALLAHASSEE, FLORIDA

A. RAMSEY

AUG 23 2023

\*02250, 00563, 00671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 18, 2023

**RESUBMIT**

Please give original  
submission date as file date.

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: EYE DOCTORS OPTICAL OUTLET, P.A.  
Ref. Number: J82665

We have received your document for EYE DOCTORS OPTICAL OUTLET, P.A. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

Please return 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) 245-6050.

Annette Ramsey  
OPS

Letter Number: 323A00019102

RECEIVED  
2023 AUG 22 AM 11:11  
TALLAHASSEE, FLORIDA



CSC - Tallahassee  
1201 Hays Street  
Tallahassee, FL 32301-2607  
850-558-1500, Ext: 61594

To: Department Of State, Division Of Corporations  
From: Eyliena Baker  
Ext: 61594  
Date: 08/17/23  
Order #: 1254574-1  
Re: EYE DOCTORS OPTICAL OUTLET, P.A.  
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Amount to be deducted from our State Account: \$35.00 - FL State Account Number:  
120000000195 Authorization:

A handwritten signature in black ink, appearing to read "Eyliena Baker".

Please take the following action:

File in your office on basis  
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

FILED

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EYE DOCTORS OPTICAL OUTLET, P.A.**

2023 AUG 17 AM 9: 37

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 and Section 607.1805 of the Florida Business Corporation Act (the "**FBCA**"), Eye Doctors Optical Outlet, P.A., a Florida corporation (the "**Corporation**"), adopts and submits the following Second Amended and Restated Articles of Incorporation of the Corporation and certifies that:

(1) The name of the corporation is Eye Doctors Optical Outlet, P.A. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on July 14, 1987 and the Amended and Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on December 23, 1997.

(2) Pursuant to Chapter 607 of the FBCA, these Second Amended and Restated Articles of Incorporation amend and restate the provisions of the Amended and Restated Articles of Incorporation of the Corporation in their entirety.

(3) The Board of Directors of the Corporation duly adopted resolutions setting for the proposed amendment and restatement of the Amended and Restated Articles of Incorporation of the Corporation in the form hereof and recommended that such amendment and restatement of the Amended and Restated Articles of Incorporation of the Corporation be adopted by the shareholders of the Corporation.

(4) The proposed amendment and restatement of the Amended and Restated Articles of Incorporation of the Corporation in the form hereof has been duly adopted by the shareholders of the Corporation in accordance with Chapter 607 of the FCBA.

(5) The text of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

**Article 1  
Name of Corporation**

The name of the corporation is Eye Doctors Optical Outlet, P.A.

**Article 2  
Principal Office**

The street and mailing address of the Corporation's principal office is 5709 Johns Road, Suite 1200 & 1202, Tampa, Florida 33634.

**Article 3  
Purpose**

The Corporation is formed for the purpose of engaging in any lawful business or activity for which corporations may be formed under the FBCA.

#### **Article 4**

##### **Duration**

The duration of the Corporation shall be perpetual.

#### **Article 5**

##### **Shares**

The total number of shares of capital stock that the Corporation shall have the authority to issue is 500 shares of common stock, par value \$1.00 per share.

#### **Article 6**

##### **Registered Office and Agent**

The address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The name of the Corporation's registered agent at such address is the Corporation Service Company.

#### **Article 7**

##### **Directors**

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the board of directors of the Corporation (the "**Board of Directors**").
- (2) The Board of Directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the bylaws of the Corporation (the "**Bylaws**").
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws. The election of directors need not be by written ballot unless the Bylaws so provide.
- (4) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the FBCA, these Second Amended and Restated Articles of Incorporation and any Bylaws adopted by the stockholders; provided, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

## **Article 8**

### **Director and Officer Liability Protection**

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) liability for unlawful distributions of the Corporation's assets under and to the extent provided in Section 607.0834 of the FBCA or (d) for any transaction from which the director derives an improper personal benefit. If, after the date hereof, the FBCA or any other law of the State of Florida is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the FBCA, as so amended.

Any repeal or modification of the foregoing provision of this Article 8 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which FBCA permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0851 of the FBCA.

Any amendment, repeal or modification of the foregoing provisions of this Article 8 shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

## **Article 9**

### **Amendments**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Second Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

## **Article 10**

### **Effective Date and Time**

These Second Amended and Restated Articles of Incorporation of the Corporation are effective at the date and time received for filing by the Florida Department of State, Division of Corporations.

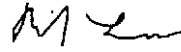
**Adoption of Second Amended and Restated Articles of Incorporation**

The amendments to the articles of incorporation set forth in these Second Amended and Restated Articles of Incorporation were adopted as of August 1, 2023.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersign President has executed these Second Amended and Restated Articles of Incorporation in the State of Florida, this 16th day of August, 2023.

**Eye Doctors Optical Outlet, P.A.**

By:   
Name: Robert N. Lewenson, O.D.  
Title: President



**Acceptance of Registered Agent:**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Second Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

**Corporation Service Company**\_\_\_\_\_

By: Eyline Baher  
Assistant Vice President

08/16/2023

Date: \_\_\_\_\_