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April 27, 2000

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Florida Department of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

Via Hand Delivery

FILED
00 APR 27 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing Articles of Incorporation and Designation of Registered Agent

Dear Sir or Madame:

This firm represents the Northeast Florida Optometric Society, Inc.

Attached hereto please find for filing with your agency the original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent/Registered Office of the Northeast Florida Optometric Society, Inc.

Also attached is a check payable to the Florida Division of Corporations in the amount of \$70.00. The check is intended to pay the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 filing fee for the Certificate of Designation of Registered Agent/Registered Office.

Please do not hesitate to contact me with any questions or if additional information is necessary. Thank you for your anticipated cooperation.

Sincerely,
CARSON & ADKINS

John E. Griffin
John E. Griffin

attachments

T. SMITH APR 27 2000

MAIL-OUT

**ARTICLES OF INCORPORATION
OF
NORTHEAST FLORIDA OPTOMETRIC SOCIETY, INC.
(A Not for Profit Corporation)**

The undersigned, acting as incorporators of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be Northeast Florida Optometric Society, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be 2 St. John Medical Park Drive, Suite 1, St. Augustine, Florida 32086, and can be changed from time to time as determined by the Directors.

**ARTICLE III
PURPOSES**

Section 1. The general nature of the objects and purposes of this corporation shall be to unite optometrists and promote the interests of optometrists practicing in Nassau, Duval, Clay, St. Johns, and Flagler counties; to encourage and assist in the improvement of the art and sciences of optometry; to elevate unceasingly the standards and ethics of the profession of optometry; to restrict the practice of optometry to those who have been trained, qualified, and licensed to practice the profession; to protect and defend the inalienable right of every person to freedom of choice of practitioner; to advance, improve, and enhance the vision care of the public; to educate the public on proper visual care with training, communication, and educational programs and other such educational actions as may be determined by the Board of Directors or members.

Section 2. This corporation shall maintain an active affiliation with the Florida Optometric Association, Inc.

Section 3. This corporation is organized to comply with the provisions of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members. The classes of membership, their qualifications, and their manner of admission to membership shall be prescribed in the Bylaws.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved by law.

ARTICLE VI
SUBSCRIBERS

The names and addresses of the subscribers to these articles are:

John Lennon, O.D.	2504 Crill Avenue Palatka, Florida 32177
James Horning, O.D.	9930 Margate Hills Road Jacksonville, Florida 32256
Lynn Johnson, O.D.	8626 Baymeadows Road Jacksonville, Florida 32256
Joanne Reed, O.D.	11625 Brush Ridge Circle S. Jacksonville, Florida 32225
Andrew Wiles, O.D.	2 St. John Medical Park Drive Suite 1 St. Augustine, Florida 32086

ARTICLE VII
OFFICERS

Section 1. The officers of the corporation shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws. The position of Secretary and Treasurer may be held by the same person.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

John Lennon, O.D.	President
James Horning, O.D.	President-Elect
Lynn Johnson, O.D.	Vice-President
Joanne Reed, O.D.	Secretary
Andrew Wiles, O.D.	Treasurer

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII **BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed and conducted by a Board of Directors consisting of five (5) directors initially. The number of directors may be increased from time to time, by the Bylaws, but shall never be less than five.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The name and addresses of the persons who are to serve as Directors for the ensuing year or until the first annual meeting of the corporation, or until their successors are selected according to the provisions of the Bylaws are:

John Lennon, O.D.	2504 Crill Avenue Palatka, Florida 32177
James Horning, O.D.	9930 Margate Hills Road Jacksonville, Florida 32256
Lynn Johnson, O.D.	8626 Baymeadows Road Jacksonville, Florida 32256
Joanne Reed, O.D.	11625 Brush Ridge Circle S. Jacksonville, Florida 32225

Andrew Wiles, O.D.

2 St. John Medical Park Drive
Suite 1
St. Augustine, Florida 32086

ARTICLE IX

BYLAWS

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the Bylaws may be amended, altered, or rescinded by a two-thirds vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is Andrew Wiles, O.D., 2 St. John Medical Park Drive, Suite 1, St. Augustine, Florida 32086.

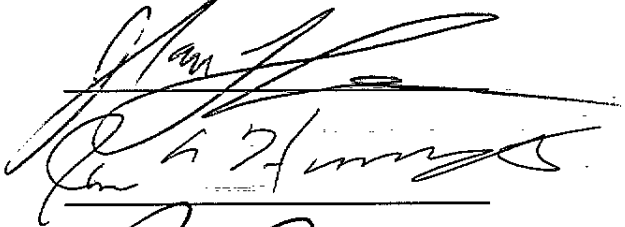
ARTICLE XII

DISSOLUTION

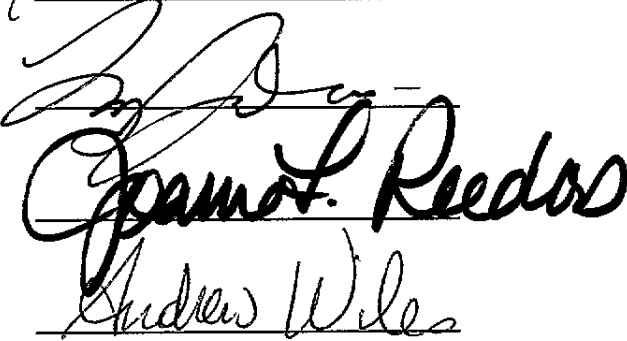
In the event of dissolution, the residual assets of the Northeast Florida Optometric Society, Inc., will be turned over to one or more organization which themselves are exempt as organizations described in Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have executed these Articles of Incorporation this 10th day of April, 2000.

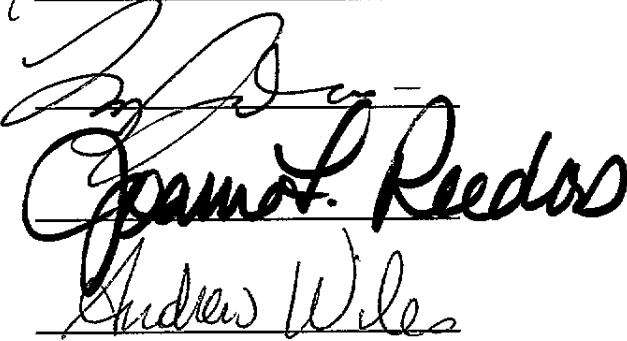
Signatures of the incorporators:

A handwritten signature in cursive script, appearing to read "John Lennon", written over a horizontal line.

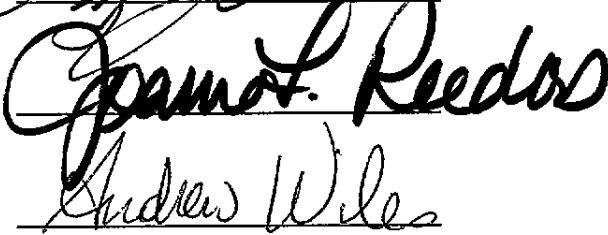
John Lennon, O.D.

A handwritten signature in cursive script, appearing to read "James Horning", written over a horizontal line.

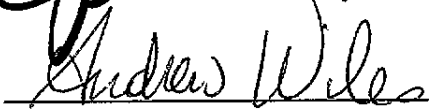
James Horning, O.D.

A handwritten signature in cursive script, appearing to read "Lynn Johnson", written over a horizontal line.

Lynn Johnson, O.D.

A handwritten signature in cursive script, appearing to read "Joanne Reed", written over a horizontal line.

Joanne Reed, O.D.

A handwritten signature in cursive script, appearing to read "Andrew Wiles", written over a horizontal line.

Andrew Wiles, O.D.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Northeast Florida Optometric Society, Inc.
2. The name and address of the registered agent and office is Andrew Wiles, O.D., 2 St. John Medical Park Drive, Suite 1, St. Augustine, Florida 32086.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.

R. Andrew Wiles
Signature

4/10/00
Date

FILED
00 APR 27 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA