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FLORIDA PROFIT CORPORATION OR P.A.

DREW P. FESSENDEN, O.D., P.A.

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FAX AUDIT # **H010000190644**

ARTICLES OF INCORPORATION
OF
DREW P. FESSENDEN, O.D., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice optometry under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I
NAME

The name of the corporation is **DREW P. FESSENDEN, O.D., P.A.**

ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 4006 South Tamiami Trail, Sarasota, Sarasota County, Florida, 34231. The name of the initial registered agent of the corporation, located at that office, is Drew P. Fessenden, O.D.

ARTICLE III
DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV
PURPOSE

The purpose of the corporation is:

Robert C. Jackson
FL Bar #0149519
Harrison, Sale, McCloy,
Thompson & Harrison, Chartered
P O Box 1579
Panama City, FL 32402
850-769-3434

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a. To engage in every phase and aspect of the practice of optometry as a professional corporation, including owning and operating an eye clinic; promoting medical, surgical, and scientific research and knowledge; and furnishing laboratory and clinical services for optometric care and treatment.

b. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice optometry in the state of Florida.

ARTICLE VI CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII INCORPORATORS

The name and street address of the person signing these articles of incorporation as an incorporator is:

Drew P. Fessenden, O.D.
4006 South Tamiami Trail
Sarasota, Florida 34231

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ARTICLE VIII
DIRECTORS

The corporation shall be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

Drew P. Fessenden, O.D.
4006 South Tamiami Trail
Sarasota, Florida 34231

The initial director shall hold office until his successor(s) is elected and qualified as provided in the bylaws. Then the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX
BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ninety (90) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE X
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been

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approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice optometry in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XI
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XII
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 2:45pm, this 12th day of February, 2001.


Drew P. Fessenden

STATE OF Florida
COUNTY OF Sumter

Sworn to and subscribed before me this 12 day of February, 2001,
by Drew P. Fessenden.

() who is personally known to me.

(X) who produced F253-175-69-026-0 as identification.


Signature of Notary Public

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CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT

Pursuant to the provision of Chapter 607.0501, Florida Statutes, the corporation identified below, being 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:

DREW P. FESSENDEN, O.D., P.A.

2. The name and address of the Registered Agent and office is:

Drew P. Fessenden
4006 South Tamiami Trail
Sarasota, Florida 34231

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.

By: 

DATE: 2/12/01

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