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## COR AMND/RESTATE/CORRECT OR O/D RESIGN NUNEZ VETERINARY ASSOCIATES, INC.

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Fax Number : (950)617-6380

From: Account Name : BAKER & HOSTETLER LLP  
Account Number : 119990000077  
Phone : (407)649-4016  
Fax Number : (407)841-0169

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Email Address: **carmen@iahcf.com**

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
NUNEZ VETERINARY ASSOCIATES,INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**NUNEZ VETERINARY ASSOCIATES, INC.**

(Florida Document Number of Corporation: P01500071339)

THE UNDERSIGNED, President of NUNEZ VETERINARY ASSOCIATES, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE I - NAME OF CORPORATION AND DURATION**

The name of this Corporation shall be NUNEZ VETERINARY ASSOCIATES, INC. The duration of this Corporation shall exist perpetually.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 255 Orange Boulevard, Sanford, FL 32771.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The address of the registered office of this Corporation shall be:

155 Buford Avenue  
Orange City, FL 32763

The name of the registered agent of this Corporation at that address shall be:

Carmen Almirall

**ARTICLE IV - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

A. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments.

C. To facilitate the purposes or objects of this Corporation enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereof; and as necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

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### ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares, consisting of Nine Hundred (900) shares of Voting Common Stock, having a par value of One Dollar (\$1.00) per share, and One Hundred (100) shares of Non-Voting Common Stock, having a par value of One Dollar (\$1.00) per share. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each type of stock are as follows:

B. Each share of Common Stock shall be equal to every other share of Common Stock, except that the Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except as required by applicable law. The holders of shares of the Voting Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders.

C. Each issued share of Non-Voting Common Stock shall be converted into one (1) share of Voting Common Stock upon the earlier of: (i) the death or permanent incapacitation of all of the Voting Common Stock shareholders of record of the Corporation or the involuntarily sale, transfer or otherwise disposition (other than by death), by operation of law, by property division in conjunction with a proceeding for dissolution of marriage, by sale upon execution or in foreclosure of any pledge, hypothecation, lien or charge, or by acquisition of an interest therein by a trustee or receiver in bankruptcy, of all of the issued and outstanding Voting Common Stock of the Corporation (collectively, the "Incapacitation Date"); or (ii) the date there exists no Voting Common Stock shareholders of record of the Corporation for any reason (the "Cessation Date").

D. On and as of such Incapacitation Date or Cessation Date, each share of Non-Voting Common Stock issued and outstanding immediately prior thereto shall be converted into Voting Common Stock. The stock certificates representing the former shares of Non-Voting Common Stock may be surrendered on the Incapacitation Date or Cessation Date, as the case may be; and all such certificates shall, in any event, be deemed for all purposes surrendered and canceled. New stock certificates representing the same number of shares of Voting Common Stock as Non-Voting Common Stock shall be issued to the former Non-Voting Common Stock shareholders on the Incapacitation Date or Cessation Date, whichever the case may be.

E. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

F. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the

designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### **ARTICLE VI - BOARD OF DIRECTORS**

A. Directors must be voting shareholders of this Corporation. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, the number of shares owned by such shareholder for as many persons as there are directors to be elected at that time and for whose election such shareholder has a right to vote. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

B. This Corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At each annual meeting or by written consent in lieu of an annual shareholders meeting in accordance with the Bylaws, the holders (sometimes referred to herein as "voting shareholders") of Voting Common Stock (sometimes referred to herein as "voting stock" or "voting shares") shall elect directors to hold office. Each director shall hold office for the sooner of the term for which such director is elected; until such director's successor shall have been elected and qualified; or until such director's earlier resignation, removal from office or death.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the voting shareholders.

E. At a meeting of voting shareholders called expressly for that purpose or by written consent of the voting shareholders in lieu of a meeting in accordance with the Bylaws, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the shares then entitled to vote at an election of directors, and only if the number of votes cast to remove the director exceed the number of votes cast not to remove the director.

F. Unless otherwise required by these Amended and Restated Articles of Incorporation, by the Bylaws, by the Stock Purchase and Shareholders' Agreement between this Corporation and its Shareholders (the "Shareholders' Agreement"), by contract or by law, the affirmative vote of at least a majority of the number of directors shall be the act of the Board of Directors; whether such vote shall be taken at a meeting of the Board of Directors or by written consent of the directors in lieu of a meeting in accordance with the Bylaws.

#### **ARTICLE VII - INITIAL DIRECTOR AND OFFICERS**

The name and address of the initial member of the Board of Directors and the officers, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Carmen Almirall	255 Orange Boulevard Sandford, FL 32771	Director President, Secretary, Treasurer
Kristine McCormick	255 Orange Boulevard Sandford, FL 32771	Assistant Secretary

#### **ARTICLE VIII - SHAREHOLDERS**

A. Unless otherwise required by these Amended and Restated Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, the affirmative vote of at least a majority of all shares entitled to vote, represented in person or by proxy, at a meeting of the voting shareholders, or by written consent of the voting shareholders in lieu of a meeting in accordance with the Bylaws, shall be the act of the shareholders.

B. The holders of shares of the Voting Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the voting shareholders.

C. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

#### **ARTICLE IX - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Shareholders' Agreement; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

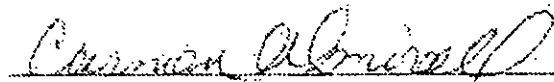
#### **ARTICLE X - AMENDMENT**

These Amended and Restated Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

**ARTICLE XI - ADOPTION**

The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Board of Directors and shareholders of the Corporation by Unanimous Written Consent on June 14, 2021, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation, this 14<sup>th</sup> day of June, 2021.

  
Carmen Almirall, President

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of **NUNEZ VETERINARY ASSOCIATES, INC.**, I hereby accept and agree to act in this capacity.

  
Carmen Almirall

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