

P020000045480

HAAG, FRIEDRICH & WILCOX, P.A.

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG**
JOHNNYE L. FRIEDRICH*
LARRY M. HAAG*

DAVID L. WILCOX
1979-1997

TELEPHONE: (352) 726-0901
FACSIMILE: (352) 726-3345

*CERTIFIED FAMILY LAW MEDIATOR
*CERTIFIED CIRCUIT COURT MEDIATOR
*BOARD CERTIFIED CITY, COUNTY AND
LOCAL GOVERNMENTAL LAW
*ADMITTED TO OKLAHOMA BAR

April 22, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100005312781--6
-04/22/02--01046--011
*****78.75 *****78.75

Re: Inverness Animal Hospital, P.A.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office form for Inverness Animal Hospital, P.A. for filing with your office, together with our check in the amount of \$78.75 to cover your fee.

Please forward the certified copy and letter of acknowledgment to the undersigned.

Your prompt assistance in this matter is appreciated.

Cordially,

HAAG, FRIEDRICH & WILCOX, P.A.

By: 
LARRY M. HAAG

LMH/ja
Encs.

FILED
02 APR 22 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

780
4/25/02

02 APR 22 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
INVERNESS ANIMAL HOSPITAL, P.A.**

The undersigned subscriber to these Articles of Incorporation, duly licensed to practice in the State of Florida, adopt these Articles to form a Professional Service Corporation pursuant to Chapter 621, Florida Statutes, and other laws of the State of Florida

**I
NAME OF CORPORATION, PRINCIPAL OFFICE, AND MAILING
ADDRESS**

- a. The name of this corporation is: **INVERNESS ANIMAL HOSPITAL, P.A.**
- b. The principal office of this corporation shall be: **1130 Sterling Road, Inverness, Florida 34450.**
- c. The mailing address of this corporation shall be: **1130 Sterling Road, Inverness, Florida 34450.**

**II
PURPOSES**

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of veterinary medicine, and all its fields of specializations, as are engaged by in veterinary medicine.
- b. To engage and render the professional services involved only through its officers, agents, and employees who shall be persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be fifty (50) shares of common stock at One and 00/100 Dollars (\$1.00) Par Value per share.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV DURATION

The corporation shall have perpetual existence.

V REGISTERED AGENT

The address of this corporation's initial registered office is: **1130 Sterling Road, Inverness, Florida 34450**, and the name of its registered agent at said address is: **STUART H. AULTMAN, D.V.M.**

VI INCORPORATOR

The name and address of the incorporator is as follows:

Stuart H. Aultman, D.V.M.
1130 Sterling Road
Inverness, Florida 34450

VII BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The name and address of the initial director of this corporation is:

Stuart H. Aultman, D.V.M.
1130 Sterling Road
Inverness, Florida 34450

The initial director shall hold office until his successors are elected and qualify as provided in the Bylaws. Thereafter, 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 herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

VIII INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporation records.

IX INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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 approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice veterinary medicine in the State of Florida, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly in any earnings or profits realized by the corporation on account of professional services.

XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

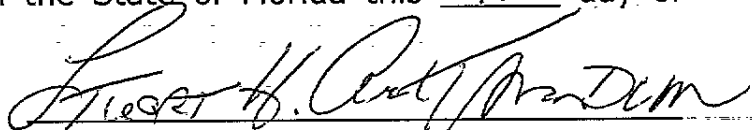
XII BYLAWS

The initial directors shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose no more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the Bylaws by quorum, the internal affairs of the corporation are to be regulated and managed in accordance with such Bylaws.


XIII 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 are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 18th day of April, 2002.


STUART H. AULTMAN, D.V.M.

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE-STATED CORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


STUART H. AULTMAN, D.V.M.

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 18th day of April, 2002, by STUART H. AULTMAN, D.V.M. who is personally known to me and who did not take an oath.


NOTARY PUBLIC

My Commission Expires:



FILED
02 APR 22 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA