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January 6, 2005

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

Re: Tiffany A. Torrans, O.D., P.A.

Gentlemen:

Please find enclosed herewith the following to be filed for the incorporation of  
**TIFFANY A. TORRANS, O.D., P.A.** under the laws of the State of Florida:

1. Articles of Incorporation, in duplicate;
2. Designation of Registered Agent, in duplicate;
3. 

Filing fee for Articles	\$35.00
Certified copy of Articles	8.75
Filing fee of Registered Agent	<u>35.00</u>
Total check enclosed	\$78.75.

It is requested that this filing be accepted in full compliance with the Florida laws regarding corporations. Please return a certified copy of the Articles to the address indicated above. Prompt notification of further documentation procedures or fees required will be appreciated.

Very truly yours,

  
Marlin M. Feagle

MMF:dse

Enclosures

**FILED**

**ARTICLES OF INCORPORATION**

**OF**

**TIFFANY A. TORRANS, O.D., P.A.**

2006 JAN 10 P 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms and organizes a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **TIFFANY A. TORRANS, O.D., P.A.**

**ARTICLE II - DURATION AND COMMENCEMENT OF EXISTENCE**

This corporation shall have perpetual existence. The corporation shall commence existence upon filing of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

The purpose for which this corporation is organized and the nature of the business to be transacted by it is the rendering of professional medical services of every type, kind and nature. This corporation shall engage in no other business other than the rendering of the professional services for which it is specifically incorporated; provided, however, that the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or own real and personal property necessary for the rendering of such professional services, and shall

have such other powers and authority to transact and carry on such business as may be now or hereafter permitted under the applicable laws of the State of Florida with regard to professional service corporations.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

#### **ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 1756 SW Barnett Way, Lake City, Florida 32025. The initial registered agent for service of process of this corporation is **TIFFANY A. TORRANS, O.D.** whose street address or location for service of process within this State is 1756 SW Barnett Way, Lake City, Florida 32025.

#### **ARTICLE VI - DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The name and address of the member of the first Board of Directors is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Tiffany A. Torrans, O.D.	1756 SW Barnett Way Lake City, Florida 32025.

## **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator who has executed these Articles of Incorporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Tiffany A. Torrans, O.D.	1756 SW Barnett Way Lake City, Florida 32025.

## **ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended from time to time in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

## **ARTICLE X - LIMITATIONS ON CORPORATE STOCK**

A. No one other than an individual who is duly licensed as a medical doctor under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

B. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services with the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, the corporation.

C. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose of said meeting.

D. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the corporation a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the

buy and sell agreement must be filed with the Secretary of the corporation and made a part of the records of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

Tiffany A. Torrans  
TIFFANY A. TORRANS, O.D.

STATE OF FLORIDA  
COUNTY OF Columbia

BEFORE ME, the undersigned authority, personally appeared **TIFFANY A. TORRANS, O.D.** to me known to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at Lake City, Columbia County, Florida, this 5th day of January, 2005.



Diane S. Edenfield  
MY COMMISSION # DD112002 EXPIRES  
May 26, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

Diane S. Edenfield  
Notary Public, State of Florida

(NOTARIAL  
SEAL)

My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS,  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that **TIFFANY A. TORRANS, O.D., P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Lake City, Florida, has named **TIFFANY A. TORRANS, O.D.**, 1756 SW Barnett Way, Lake City, Florida 32025, as its' Agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above styled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

  
\_\_\_\_\_  
**TIFFANY A. TORRANS, O.D.**

2005 JAN 10 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**