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June 17, 2005

**CERTIFIED MAIL #: 7003 1010 0000 7977 0385**

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

Re: ARTICLES OF INCORPORATION FOR:  
**MUSEUM EYECARE O.D., P.A.**

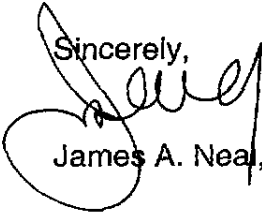
Dear Sir or Madam:

Enclosed herewith is an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed in payment of the following fees:

Filing Fee:	\$ 35.00
Registered Agent Fee:	<u>\$ 35.00</u>
Total:	\$ 70.00

Please file the original of the enclosed Articles of Incorporation for the above-named corporation and return a date stamped copy to the undersigned in the self-addressed/stamped envelope which is enclosed for your use. Your prompt attention to this matter is appreciated.

Sincerely,

  
James A. Neal, Jr.

JAN:cr

Enclosures: Original and copy of Articles of Incorporation,  
Check, return envelope

cc: James A. Muse

05 JUN 23 PM 12:34

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**Article 1. Name.**

The name of the professional corporation is: **MUSEUM EYECARE O.D., P.A.**

**Article 2. Principal Office/ Mailing Address.**

The street address of the initial principal office is: **5400 S.W. College Road, Suite 106, Ocala, Florida 34478.** The mailing address of the corporation is: **6200 E. Turner Camp Road, Inverness, FL 34433.**

**Article 3. Duration**

This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article 4. Purpose.**

This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice optometry herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida, or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

#### **Article 5. Capital Stock.**

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares having one dollar (\$1.00) par value per share. No person other than one licensed to practice optometry in the State of Florida shall be a shareholder of this professional corporation.

Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **Article 6. Initial Registered Office and Agent.**

The street address of the initial registered office of this professional corporation is 5400 S.W. College Road, Suite 106, Ocala, FL 34478 and the name of the initial registered agent of this corporation at that address is **JAMES A. MUSE**

#### **Article 7. Directors.**

This professional corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in accordance with the provisions of the bylaws, but shall never be less than one. The manner of selection of directors shall be as provided in the bylaws.

The name and address of the initial director of this professional corporation is: **JAMES A. MUSE, 6200 E. Turner Camp Road, Inverness, Florida 34453.**

**Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

**Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article 8. Incorporator.**

The name and address of the incorporator of this professional corporation, who is licensed to practice optometry in the State of Florida, is: **JAMES A. MUSE, 6200 E. Turner Camp Road, Inverness, FL 34453.**

**Article 9. By-Laws.**

The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June 2005.

  
JAMES A. MUSE

**STATE OF FLORIDA  
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me this 17th day of June 2005, by  
JAMES A. MUSE, who is personally known to me and who did not take an oath.

Cindy L. Russell  
Notary Public  
My Commission Expires: 2/2/2007



**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Pursuant to the provisions of sections 607.0501 or 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:

**MUSEUM EYECARE O.D., P.A.**

2. The name and address of the registered agent and office is:

**JAMES A. MUSE  
5400 S.W. College Road, Suite 106  
Ocala, FL 34478**

**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: 

**JAMES A. MUSE  
Registered Agent**

Date: June 17, 2005.