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TALLAHASSEE, FLORIDA

10/10/05
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ARTICLES OF INCORPORATION

OF

R. KEVIN QUINN O.D., P.A.

FILED

05 OCT -6 AM 7: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation, by and under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **R. KEVIN QUINN O.D., P.A.**

ARTICLE II

The general nature of the business to be transacted by this Professional Service Corporation is:

(a) To engage in every phase and aspect of the business of rendering professional services to the public that a licensed optometrist is authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within this State.

(b) To invest the funds of this Corporation in real estate mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional service.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and: in general, either alone or in association with other corporations, firms, partnership, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

(d) The foregoing paragraphs shall be construed as enumerating both object and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

(e) The general nature of the business to be transacted by this Professional Service Corporation as described in this Article is intended to comply with Florida Statutes Section 621.08.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code, and the Stockholders may, by appropriate unanimous vote of the Stockholders, elect to be taxed as provided under Section 1372 of the Internal Revenue Code of 1954, as amended. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09.

ARTICLE IV

This Corporation shall have perpetual existence, and the existence shall commence on OCTOBER 1, 2005, pursuant to Florida Statutes.

ARTICLE V

The initial street address of the principal office of this Corporation is:
817 NW 56th Terrace, Suite B, Gainesville, FL 32605.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The name and address of the persons signing these Articles of Incorporation is:
R. KEVIN QUINN, P O Box 142045, Gainesville, FL 32614.

ARTICLE VII

The initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:
R. KEVIN QUINN, 817 NW 56th Terrace, Suite B, Gainesville, FL 32605.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

The name and address of the initial Director of this Board of Directors is:
R. KEVIN QUINN, P O Box 142045, Gainesville, FL 32614.

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and qualified, whichever occurs first.

ARTICLE X

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

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

(b) To purchase and acquire any or all of its shares owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of shares, in accordance with any corporate stock purchase agreement, as may be executed, between the Corporation and all of the Stockholders of this Corporation; provided, however, the capital of this Corporation is not impaired.

(c) To enter into, for the benefit of its qualified employees, as defined in any such plans, 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; (6) a medical reimbursement plan; (7) other retirement or incentive compensation plan.

ARTICLE XII

No Stockholder of this Corporation may sell or transfer his or her shares of stock of this Corporation, *except to another individual who is eligible to be a Stockholder of this Corporation pursuant to Florida Statutes Section 621.11* and the stock certificates shall carry a legend so providing.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; however, in no event may any amendment provide that the

Corporation may enter into any stock repurchase plan or issue any new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to these reservations.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this ninth day of SEPTEMBER, 2005.



R. KEVIN QUINN

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for R. KEVIN QUINN O.D., P.A., 817 NW 56th Terrace, Suite B, Gainesville, FL32605, I R. KEVIN QUINN whose mailing address is P O Box 142045, Gainesville, FL 32614, 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 as provided for in the Florida Statutes.



Registered agent: R. Kevin Quinn

9- 9 - 2005