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2007 MAY 25 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T Hampton MAY 29 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Whitehouse Animal Hospital, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michael L. Edwards, Esquire
Name (Printed or typed)

218 East Ashley Street

Address

Jacksonville, FL 32202

City, State & Zip

(904) 350-9800

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Whitehouse Animal Hospital, Inc.

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby associates himself together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

Whitehouse Animal Hospital, Inc.

Existence of the corporation shall begin at the time of subscription and acknowledgment provided the Articles of Incorporation are filed with the Department of State within five days after subscription and acknowledgment thereof.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To practice the profession of veterinary medicine and perform the services associated with veterinary medicine. The sole and exclusive professional services to be rendered by the corporation is veterinary medicine and surgery.

To purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit, society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose of transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock options and deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees and directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereinafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III
CAPITAL STOCK

The maximum numbers of shares of stock which this corporation is authorized to have outstanding at any one time is 100 at \$1,500.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$10,000.00.

ARTICLE V
TERM

This corporation shall have perpetual existence.

ARTICLE VI
ADDRESS

The address of the principal offices of this corporation in the State of Florida is: 11004 West Beaver Street, Jacksonville, Florida 32220.

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

ARTICLE VII
DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the member of the first Board of Directors of this corporation is:

Dr. Susan Thoma
23619 NW 38th Avenue
Lawtey, FL 32058

ARTICLE IX
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

Dr. Susan Thoma
23619 NW 38th Avenue
Lawtey, FL 32058

ARTICLE X
MISCELLANEOUS

The corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation owned by the subscriber to such agreement as they may see fit. The By-Laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the state of Florida when such By-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any

meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI **INDEMNITY**

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor,

against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the By-Laws or otherwise.

ARTICLE XII
AMENDMENT

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 a stockholders' meeting by the majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII
INITIAL RESIDENT AGENT

The name and address of the initial Resident Agent of this corporation is:

Michael L. Edwards, Esquire
218 East Ashley Street
Jacksonville, FL 32202

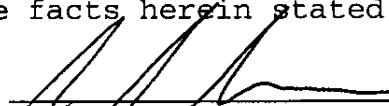
Having been named to accept service of process for the corporation, Whitehouse Animal Hospital at the principal office address of 11004 West Beaver Street, Jacksonville, Florida 32220,

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company.



Michael L. Edwards, Esquire
Registered Agent

IN WITNESS WHEREOF, I, the undersigned, being of the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 24th day of May, 2007, for the purpose of forming this corporation to do business within and without the State of Florida, so make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

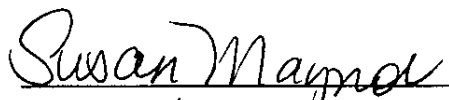


Dr. Susan Thoma

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **Dr. Susan Thoma**, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed. **Dr. Susan Thoma** produced a Florida driver's license as identification and did take an oath.

WITNESS my hand and seal in the county and state named above, this 24th day of May, 2007.



Notary Signature
State of Florida

SUSAN MAYNOR
Notary Public, State of Florida
My comm. exp. Nov. 28, 2008
Notary Comm No. DD 374871