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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

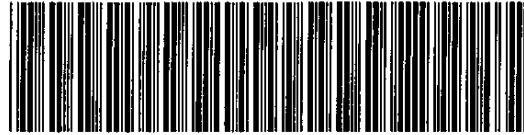
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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ANIMAL ER OF SOUTHWEST FL, INC.

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Doug Marek, Esq.

(Contact Person)

Phoenix Law Partners, P.A.

(Firm/Company)

12800 University Drive, Suite 260

(Address)

Fort Myers, Florida 33907

(City, State and Zip Code)

For further information concerning this matter, please call:

Doug Marek, Esq.

(Name of Contact Person)

at ( 954 ) 345-0712

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees  
and Certificate of  
Status

☐ \$113.75 Filing Fees  
and Certified Copy

☒ \$122.50 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Animal ER of Southwest FL LLC

L05-84589

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: **limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.**)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on August 25, 2005

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Animal ER of Southwest FL, Inc.

(Enter Name of Florida Profit Corporation)

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5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 31st day of August, 2007.

Signature: Holly Bower  
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Holly A Bower, Esq. Title: Incorporator

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**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF INCORPORATION  
FOR A DOMESTIC CORPORATION**

Pursuant to the laws of the State of Florida, to wit Chapter 608 of the Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a corporation ("the Corporation"):

**ARTICLE I**

The name of the corporation is:

**ANIMAL ER OF SOUTHWEST FL, INC.**

**ARTICLE II**

The principal office shall be located at

15201 North Cleveland Avenue #1400, North Fort Myers, Florida 33903

The mailing address is

15201 North Cleveland Avenue #1400, North Fort Myers, Florida 33903

**ARTICLE III**

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws shall always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

**ARTICLE IV**

Pursuant to Sections 607.0731(1) and 607.0730(1)(a) of the Florida Statutes, the Corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws.

**ARTICLE V**

The total authorized shares:

1. Common Shares: Eleven thousand (11,000) One and No/100 Dollars (\$1.00) par value Class A shares; no other classes are authorized.
2. Preferred Shares: None authorized.

The shares in the Corporation shall be of one class, each share maintaining proportional voting rights. Distributions shall be made in accordance with the Florida Business Corporation Act and as otherwise specified in these Articles and the Bylaws.

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Except because of the provisions governing the admittance of new Shareholders by unanimous vote and subject to the Shareholder shortfall provisions of these Articles and the Bylaws, each Shareholder shall have preemptive rights to purchase shares in cash pro rata based on the Shareholder's proportional voting rights pursuant to any offering by the Corporation.

Except as provided in the Bylaws on the Bylaws' effective date, the shares shall be further limited in that all shares, including every portion thereof, shall be subject to the Corporation's and the Shareholders' rights of first refusal as expressed in the Bylaws on the Bylaws' effective date.

The shares shall have no other limitations other than those specifically mandated by the *Florida Business Corporation Act* or as specified in these Articles or the Bylaws.

#### **ARTICLE VI**

The initial registered agent is  
Noelle M. Melanson

Service of process may be made on the registered agent at  
12800 University Drive, Suite 260, Fort Myers, Lee County, Florida 33907.

#### **ARTICLE VII**

The incorporator is  
Holly A. Bower, Esq.

The address of the incorporator is  
12800 University Drive, Suite 260, Fort Myers, Florida 33907.

#### **ARTICLE VIII**

The Corporation may engage in any activity permitted by the *Florida Business Corporation Act*, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Corporation acts.

#### **ARTICLE IX**

In accordance with the dividend distribution rules of the Bylaws, the Corporation shall distribute to the Shareholders, prior to the fifteenth (15<sup>th</sup>) day of the calendar month following the close of each calendar quarter, or as soon thereafter as possible as in accordance with the *Internal Revenue Code of 1986, as amended*, ("IRC"), ("Tax Distribution Date") the amount that the Corporation will distribute to the Shareholders on the Tax Distribution Dates, and is fifty percent (50%) of the lesser of (i) the Net Cash Flow, as defined infra, if any; or (ii) "Ordinary business income (loss)," as defined by and calculated in accordance with the *IRC* multiplied by the highest income tax rate set forth in *IRC* 1 (but in no event will the Corporation make a negative distribution as a result) ("Tax Distribution"). The Shareholders may forego or reduce the Tax Distribution for any particular Tax Distribution Date upon a unanimous vote within thirty (30) days of the particular Tax Distribution Date for which the Shareholders consider foregoing or reducing a Tax Distribution; but, the Tax Distribution requirements of this Article shall never be

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waived, estopped or otherwise prevented by any preceding election by the Shareholders to forego or reduce a Tax Distribution.

"Net Cash Flow" means the lesser of (i) the net change of the Corporation's cash balances during the prior taxable year calculated in accordance with generally accepted accounting principles; and (ii) the Corporation's cash balances at the end of the year, less reasonable reserves for working capital and projected cash requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Corporation as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC. The balance of Net Cash Flow, if any, may be distributed to each Shareholder in proportion to the shares at times and in amounts as Shareholders determine in accordance with the Bylaws.

Shareholders may, by a majority Vote, compel the Corporation to make distributions of specified amounts and property, and at specified times.

No withdrawing Shareholder is entitled to receive any distribution or the value of the Shareholder's shares as a result of withdrawal from the Corporation prior to the Corporation's liquidation, except as specifically provided in the Bylaw.

No Shareholder is entitled to the return of, or interest on, that shareholder's capital contributions, except as otherwise provided in the Bylaws.

#### **ARTICLE X**

If shares are certificated, all stock certificates shall clearly bear legends indicating that the shares are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

#### **ARTICLE XI**

Additional Shareholders may be admitted to the Corporation upon the unanimous vote of all of the Shareholders of the Corporation.

#### **ARTICLE XII**

Except as a result of business operations, these Articles and the Bylaws shall always be construed such that the Corporation will qualify for and continue to satisfy the requirements of IRC Subchapter S, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any section, paragraph, sentence or term of these Articles and/or the Bylaws cannot be reasonably construed to conform to IRC Subchapter S, each offensive section, paragraph, sentence and/or term of these Articles and/or the Bylaws shall be stricken as if it had never been adopted into these Articles and/or the Bylaws so that these Articles and/or the Bylaws conform to IRC Subchapter S.

#### **ARTICLE XIII**

The Articles may only be amended, superceded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Shareholders.

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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN THE STATE OF FLORIDA

# **ACKNOWLEDGMENT**

I, the incorporator of the Corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to the Corporation's formation, if any, execute these Articles as of the first day of July 2007.



Holly A. Bower, Esq.

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
Animal ER of Southwest FL, Inc

I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the Florida Statutes that are associated with the appointment.

  
Noelle M. Melanson

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TALLAHASSEE, FLORIDA

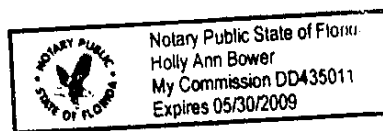
State of Florida)  
County of Lee )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Noelle M. Melanson, known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 31<sup>st</sup> day of August 2007.



Holly Ann Bower  
Notary Public, State of Florida  
My commission number is  
My commission expires



ANIMAL ER OF SOUTHWEST FL, INC.  
Initial Officer Listing

The Initial Officers of the Corporation are:

President:	David H. Doyens
Vice President:	Sandra M. Gross
Secretary:	Lisa Neuman
Treasurer:	Laura Bogert

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