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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KS  
12/7/07

**COVER LETTER**

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

**SUBJECT:** Bethany Cody, D.V.M., P.A.  
(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:** Bethany Cody  
Name (Printed or typed)

27 Osprey Drive  
Address

Key Largo, FL 33037  
City, State & Zip

305-595-6680  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
BETHANY CODY, D.V.M., P.A.**

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I. NAME**

The name of the corporation shall be:

Bethany Cody, D.V.M., P.A.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

27 Osprey Drive  
Key Largo, FL 33037

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. NATURE OF PROFESSIONAL BUSINESS**

- A. The corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of veterinary medicine as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

**ARTICLE V. AUTHORIZED SHARES**

- A. The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.
- B. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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TALLAHASSEE, FLORIDA

- C. Shares of the corporation's stock and certificates therefore shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

**ARTICLE VI. LOSS OF LICENSE;  
SEVERANCE AND TERMINATION OF EMPLOYMENT**

- A. If any officer, director, agent, employee, or shareholder of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this corporation becomes disqualified to render professional services for this corporation, the corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

**ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent is:

Bethany Cody  
27 Osprey Drive  
Key Largo, FL 33037

## **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Bethany Cody	27 Osprey Drive Key Largo, FL 33037

## **ARTICLE IX. INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Bethany Cody	27 Osprey Drive Key Largo, FL 33037

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## **ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE XI. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 4 day of DECEMBER, 2007, for the purpose of organizing this corporation under the laws of the State of Florida.

X Bethany A. Cody, DVM  
Bethany Cody

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Bethany Cody, D.V.M., P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 27 Osprey Drive, Key Largo, FL 33037, has named Bethany Cody, located at 27 Osprey Drive, Key Largo, FL 33037, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated: 12/4, 2007

Bethany A. Cody, DVM  
Bethany Cody, Registered Agent

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