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TALLAHASSEE, FLORIDA

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AUG 27 2008  
D.A. WHITE

**Daniel D. Peck**  
J.D., Member FL & CT Bars  
**Mark E. Adamczyk**  
J.D., Member FL & GA Bars

## **Peck & Peck, P.A.**

*Attorneys at Law*

Suite 103, Wachovia Bank Building  
5801 Pelican Bay Boulevard  
Naples, Florida 34108-2709  
Telephone: (239) 566-3600  
Facsimile: (239) 566-3977  
E-mail: peckandpeck@aol.com

**OF COUNSEL**  
**BERNARD S. PECK**  
J.D., Member FL & CT Bars

August 21, 2008

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

**Re: Mail-Meds Clinical Pharmacy, Inc.**


Dear Madam:

Enclosed herewith, for filing, is the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the sum of \$130.00 representing the filing fee.

Please process the enclosed Articles and return the stamped copy of the Articles, with the Certificate of Incorporation, to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,



Daniel D. Peck

DDP/tlc

Enclosures

cc: Mark J. Theobald, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MAIL-MEDS CLINICAL PHARMACY, INC.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is Mail-Meds Clinical Pharmacy, Inc., and its principal address is 3677 Central Avenue, Suite A, Fort Myers, Florida 33901, and its mailing address is 3677 Central Avenue, Suite A, Fort Myers, Florida 33901.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of owning and operating retail pharmacies, purchasing and leasing land, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3677 Central Avenue, Suite A, Fort Myers, Florida 33901 and the name of the initial registered agent of this corporation at that address is Mark J. Theobald.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have three directors 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. The names and addresses of the initial directors of this corporation are: Mark J. Theobald, 2929 Lone Pine Lane, Naples, Florida 34119; Jonathan J. Fitzpatrick, 161 Mentor Drive, Naples, Florida 34110; and Eugene W. McCarty, Jr., 2302 Green Dolphin Circle, Tarpon Springs, Florida 34689.

## ARTICLE VII

### INCORPORATOR

The name and address of the person signing these Articles is: Mark J. Theobald, 2929 Lone Pine Lane, Naples, Florida 34119.

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Seventy percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct. An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

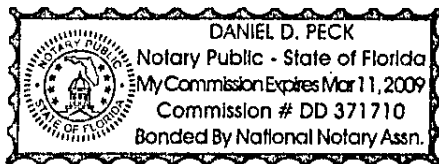
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 21 day of August, 2008.

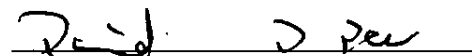
 L.S.  
Mark J. Theobald, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Mark J. Theobald personally known to me to be the persons who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of August, 2008.



  
Notary Public

My Commission Expires:

I, Mark J. Theobald, agree to serve as resident agent and accept service for Mail-Meds Clinical Pharmacy, Inc., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 21 day of August, 2008.

  
Mark J. Theobald

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