

P09000021863

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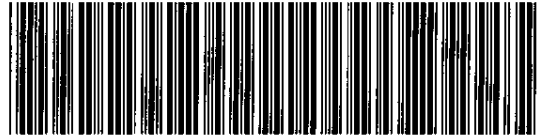
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W09-8467



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02/20/09--01023--015 **78.75

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DIVISION OF CORPORATIONS
2009 MAR -6 AM 11:17

3/10/09

COVER LETTER

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DIVISION OF CORPORATIONS

2009 MAR -6 AM 11:17

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

SUBJECT: PANHANDLE VISION EYE CARE, 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 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Vicky Hinrichs
Name (Printed or typed)

40 S. Palafox Place, Suite 500
Address

Pensacola, FL 32502
City, State & Zip

850-438-9647
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 23, 2009

VICKY HINRICHS
40 S. PALAFOX PLACE
SUITE 500
PENSACOLA, FL 32502

SUBJECT: PANHANDLE VISION EYE CARE, P.A.
Ref. Number: W09000008467

We have received your document for PANHANDLE VISION EYE CARE, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 609A00006237

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**ARTICLES OF INCORPORATION
OF
PANHANDLE VISION EYE CARE, P.A.**

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DIVISION OF CORPORATIONS
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ARTICLE I — NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is PANHANDLE VISION EYE CARE, P.A. The principal place of business of the Corporation is 3620 Summit Boulevard, Pensacola, Florida 32503.

ARTICLE II — REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is Liberis & Associates, P.A., 40 South Palafox Place, Suite 500, Pensacola, Florida 32502. The name of the registered agent at such address is Charles S. Liberis, Esquire

ARTICLE III — CORPORATE PURPOSES, POWERS, AND RIGHTS

3.1 The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of providing eye care services and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and in which such a corporation is permitted to engage under other applicable law.

3.2 In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV — CAPITAL STOCK

4.1 The total number of shares of capital stock the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$.01 par value per share.

4.2 The designations, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the

preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment therefor in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the state of Florida or of the United States hereinafter adopted that have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

ARTICLE V — INCORPORATOR

5.1 The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Courtney J. Ray	3620 Summit Boulevard Pensacola, FL 32503

5.2 The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI — BOARD OF DIRECTORS

6.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.

6.2 (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director nor more than three. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:


<u>Name</u>	<u>Address</u>
Courtney J. Ray	3620 Summit Boulevard Pensacola, Florida 32503

ARTICLE VII — AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the state of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated: January 3, 2008



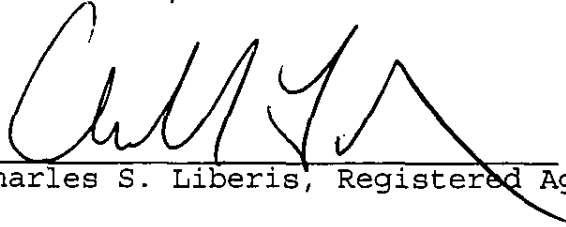
Courtney J. Ray, M.D., Incorporator

(SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar and hereby accepts the duties and responsibilities as Registered Agent of PANHANDLE VISION EYE CARE, P.A., which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of March, 2009.



Charles S. Liberis, Registered Agent

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