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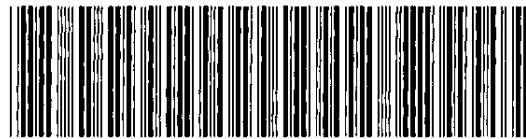
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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09 APR -7 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

APR - 8 2009

EXAMINER

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560  
Writer's Direct Line: (850) 425-5457

April 6, 2009

FILED  
09 APR -7 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

Re: **Hall & Pridgeon, Inc.**

Dear Madam/Sir:

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 Section 607.1115, Florida Statutes. Enclosed is our check in the amount of:

☐ \$105.00  
Filing Fees

☐ \$113.75  
Filing Fees &  
Certificate of Status

☒ \$113.75  
Filing Fees &  
Certified Copy

☐ \$122.50  
Filing Fees,  
Certified Copy &  
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP  
Florida Registered Paralegal

/dmw

Enclosures

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**CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
A FLORIDA PROFIT CORPORATION**

FILED  
09 APR -7 AM 9:15  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following **Other Business Entity** into a Florida professional services corporation in accordance with Sections 608.4403 and 607.1115, Florida Statutes.

1. The name of the Other Business Entity is:  
**HALL & PRIDGEON, P.L.** LD 000060219
2. The Other Business Entity is a limited liability company first organized under the laws of Florida on
3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is: June 19, 2008.  
**HALL & PRIDGEON, P.A.**
4. The plan of conversion was approved by the converting Florida professional limited liability company in accordance with Chapter 608, F.S.
5. The conversion shall be effective on April 7, 2009.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by the undersigned as Manager of **HALL & PRIDGEON, P.L.**, as of the 3rd day of April, 2009.

**Other Business Entity:**

**HALL & PRIDGEON, P.L.**

By: Charles P. Hall, Jr.  
Charles P. Hall, DVM  
Managing Member

**Florida Profit Corporation:**

**HALL & PRIDGEON, P.A.**

By: Charles P. Hall, Jr.  
Charles P. Hall, Jr. DVM  
President

By: Michael J. Pridgeon, DVM  
Michael J. Pridgeon, DVM  
Managing Member

By: Michael J. Pridgeon, DVM  
Michael J. Pridgeon, DVM  
Secretary

**ARTICLES OF INCORPORATION  
OF  
HALL & PRIDGEON, P.A.**

FILED  
09 APR -7 AM 9:15  
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a professional service corporation (**Corporation**) under the laws of the State of Florida.

**ARTICLE 1.  
Name and Principal Office**

The name of this Corporation shall be **HALL & PRIDGEON, P.A.** The principal place of business and mailing address of this Corporation shall be 216 Ausley Road, Tallahassee, Florida 32304-3910.

**ARTICLE 2.  
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- A. To engage in every aspect and phase of the practice of veterinary medicine and related activities within the State of Florida; and to engage in any activities necessary and proper to facilitate and promote the practice of veterinary medicine through its officers and employees;
- B. To the extent not prohibited by the Professional Service Corporation Act, to invest its funds in real estate, mortgages, stocks, bonds and any other type of investments;
- C. To own or lease real or personal property necessary for the rendering of professional services; and
- D. To engage in any or all other activities or business permitted under the Florida Professional Services Corporation Act for the rendering of professional veterinary medical services and related activities consistent with the Florida Business Corporation Act.

**ARTICLE 3.  
Stock**

The authorized capital stock of this Corporation shall consist of One Hundred (100) shares of common stock with a par value of One Cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such

agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

#### **ARTICLE 4.** **Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE 5.** **Incorporator**

The names and street addresses of the Incorporators of this Corporation are as follows:

<b>CHARLES P. HALL, DVM</b>	216 Ausley Road Tallahassee, Florida 32304-3910
<b>MICHAEL J. PRIDGEON, DVM</b>	216 Ausley Road Tallahassee, Florida 32304-3910

#### **ARTICLE 6.** **Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE 7.** **Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 south Calhoun Street, Tallahassee, Florida 32301-1805. The name of the initial Registered Agent of the Corporation at the above address shall be **Aaron Holloway**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

#### **ARTICLE 8.** **Number of Directors**

This Corporation shall have at least two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

#### **ARTICLE 9.** **Initial Board of Directors**

The initial Board of Directors shall consist of two (2) persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall

hold office until the first annual meeting of the Shareholders and thereafter until the members' successors are elected are as follows:

**CHARLES P. HALL, DVM**

216 Ausley Road  
Tallahassee, Florida 32304-3910

**MICHAEL J. PRIDGEON, DVM**

216 Ausley Road  
Tallahassee, Florida 32304-3910

#### **ARTICLE 10.**

##### **Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The name and address of the initial officers are as follows:

President

**CHARLES P. HALL, DVM**

Secretary

**MICHAEL J. PRIDGEON, DVM**

Treasurer

**MICHAEL J. PRIDGEON, DVM**

#### **ARTICLE 11.**

##### **Transactions In Which Directors or Officers Are Interested**

- A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:
1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
  2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.
- B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

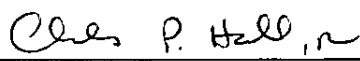
**ARTICLE 12.**  
**Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE 13.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 3rd day of April, 2009.

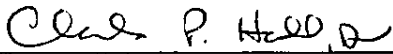
  
\_\_\_\_\_  
CHARLES P. HALL, DVM

  
\_\_\_\_\_  
MICHAEL J. PRIDGEON, DVM

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

**HALL & PRIDGEON, P.A.**, desiring to organize as a professional services corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301-1805, as its initial Registered Office and has named **AARON R. HOLLOWAY** located at said address as its initial Registered Agent.

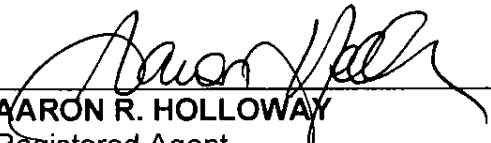
  
**CHARLES P. HALL, DVM**  
Incorporator

  
**MICHAEL J. PRIDGEON, DVM**  
Incorporator

Date: April 3, 2009

Date: April 3, 2009

Having been named registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

  
**AARON R. HOLLOWAY**  
Registered Agent

Date: April 6, 2009