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A T T O R N E Y S   A T   L A W

**LAWRENCE J. PHALIN**

E-Mail Address

lphalin@mateerharbert.com

ORLANDO • OCALA

**Direct Line**

(407) 377-6763

October 11, 2011

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Dogwood Pharmacy, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and Certificate designating the registered agent for Dogwood Pharmacy, Inc. together with our check in the amount of \$87.50 as payment for filings fees, a certified copy and certificate of status. Would you please file the original and return the certified copy and certificate of status to this office at your earliest convenience in the envelope provided.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact this office.

Very truly yours,

  
LAWRENCE J. PHALIN

LJP/mls

Enclosure

4826-5072-2827, v. 1

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**ARTICLES OF INCORPORATION**  
**OF**  
**DOGWOOD PHARMACY, INC.**

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ARTICLE I

The name of this Corporation is Dogwood Pharmacy, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The Corporation shall have two types of common stock -- voting stock and non-voting stock. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 90,000 shares without par value. 9,000 shares may be issued as voting shares and 81,000 shares may be issued as non-voting shares. The attributes of each type are identical, as set out below, except that non-voting shares shall not have voting rights:

Voting shares are shares of common stock with all rights attributable thereto, including voting rights of one vote per share, and a pro rata right to distribution of the assets of the Corporation upon dissolution.

Non-voting shares are shares of common stock with all rights attributable thereto, including a pro rata right to distribution of the assets of the Corporation upon dissolution, except that such

shares shall be non-voting shares. The limitation on voting rights shall be noted on each non-voting share certificate.

#### ARTICLE IV

The street address and the mailing address of the place of business of the Corporation is 376 S. Northlake Boulevard, Suite 1008, Altamonte Springs, Florida 32701. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Landmark Center II, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Lawrence J. Phalin.

#### ARTICLE V

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Michael R. Macleay	376 S. Northlake Boulevard, Suite 1008 Altamonte Springs, Florida 32701
Stephen C. Vogt	376 S. Northlake Boulevard, Suite 1008 Altamonte Springs, Florida 32701
H. Stephen Garner	376 S. Northlake Boulevard, Suite 1008 Altamonte Springs, Florida 32701

#### ARTICLE VI

The name and address of the incorporator is Lawrence J. Phalin, 225 East Robinson Street, Landmark Center II, Suite 600, Orlando, Florida 32801.

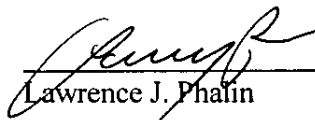
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: October 17th, 2011.

  
\_\_\_\_\_  
Lawrence J. Phalin

STATE OF FLORIDA  
COUNTY OF ORANGE

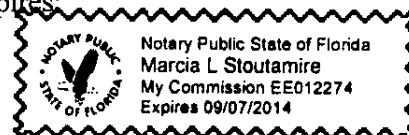
The foregoing instrument was acknowledged before me on October 17th, 2011, by Lawrence J. Phalin who is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification.

  
\_\_\_\_\_  
Notary Public - State of Florida

Marcia L. Stoutamire  
(Type or Print Name of Notary)

(Affix Notary Seal)

My Commission Expires:



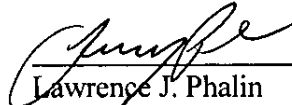
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Dogwood Pharmacy, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 376 S. Northlake Boulevard, Suite 1008, Altamonte Springs, Seminole County, State of Florida, has named Lawrence J. Phalin as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Lawrence J. Phalin  
(Registered Agent)

4833-6286-7979, v. 1

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