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FLORIDA
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
GAINESVILLE EYE CARE ASSOCIATES, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
GAINESVILLE EYE CARE ASSOCIATES, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: **GAINESVILLE EYE CARE ASSOCIATES, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The operation of a *Pearle Vision, Inc. retail optical business*. This corporation shall not engage in any business activity other than that which is directly related to the operation of the *Pearle Vision retail optical business* or such other business operation as shall be approved in writing by *Pearle*.

To exercise all the powers now granted to this type of corporation under Florida law and all powers subsequently authorized or granted by law to private corporations subject to the restriction on business activity contained in the preceding paragraph.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of Common Stock of par value of
\$1.00 per share.

Cumulative voting shall not be permitted.

The total number of shareholders in the corporation shall not exceed five (5) individuals. The corporation shall neither encumber nor assign, nor permit the transfer of any stock in the corporation, without the prior written consent of *Pearle Vision*. The transfer of stock of this corporation is subject to the terms and conditions of a Franchise Agreement with *Luxottica Retail*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

North America, Inc., a Franchisor of Pearle Vision. All issued shares of this corporation must be certificated and the corporation must submit a copy (front and back) of all issued stock certificates to Pearle Vision.

The stock certificates shall contain the following legend: "The transfer of stock in this company is subject to terms and conditions of a Franchise Agreement with Luxottica Retail North America, Inc., Franchisor of Pearle Vision."

ARTICLE IV

This corporation is to exist perpetually and its corporate existence shall begin effective on the date of filing.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is 11406-1 San Jose Boulevard, Jacksonville, Florida 32223.

ARTICLE VI

The corporation shall have four (4) Directors, initially. The number of Directors may be increased or diminished from time to time, by bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Ed Wygonik	11406-1 San Jose Boulevard Jacksonville, FL 32223
Jon Walker	11406-1 San Jose Boulevard Jacksonville, FL 32223
Chris Mutai	11406 San Jose Boulevard Jacksonville, FL 32233

John Womack

11406 San Jose Boulevard
Jacksonville, FL 32233

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation are:

Name

Address

H. Leon Holbrook, III

One Independent Drive, Suite 2301
Jacksonville, FL 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and the corporation

shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be One Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is H. Leon Holbrook, III.

ARTICLE XI


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon and by Pearle Vision, Inc.



H. LEON HOLBROOK, III

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



H. LEON HOLBROOK, III