

P95000000232

LEW MERRYDAY, JR., P.A.
ATTORNEY AT LAW
425 NORTH PALM AVENUE
PALATKA, FLORIDA 32177-2500
(904) 328-8306

December 28, 1994

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314-6327

EFFECTIVE DATE
1-1-95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 DEC 30 PM 2:24

RE: Filing of Incorporation papers

Dear Sir:

Find enclosed a check in the amount of \$122.50 for which please file the Articles of Incorporation for D.F. Qualls, D.V.M., P.A. and notify me when this has been done.

Sincerely,


Lew Merryday

700001366737
-01/03/95--01012--012
***122.50 ***122.50

KAN B

EFFECTIVE DATE
1-1-95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

94 DEC 30 PM 2:24

ARTICLES OF INCORPORATION OF

D. F. Qualls, D.V.M., P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a Professional Service Corporation, for profit, under the laws of the State of Florida.

ARTICLE 1. CORPORATE NAME

The name of the corporation is D. F. Qualls, D.V.M., P.A.

ARTICLE 2. CORPORATE PURPOSES

a. The corporation is organized solely for the purpose of conducting the practice of Veterinary Medicine and only through persons qualified to practice Veterinary Medicine in the State of Florida. Such persons shall practice Veterinary Medicine in accordance with all rules and standards promulgated for the profession.

b. The corporation may exercise the powers and privileges now or hereafter conferred upon corporation by Florida Law only in furtherance of and subject to the limitations stated in the preceding paragraph.

c. The corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property deemed proper for the rendering of Veterinary medicine.

d. The corporation may do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

e. The foregoing paragraphs shall be construed as enumerating both objects and purposes for the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE 3. STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having a \$1.00 par value.

ARTICLE 4.

CORPORATE EXISTENCE

This corporation shall have perpetual existence and shall commence corporate existence January 1, 1985.

ARTICLE 5.

INCORPORATORS

The name and mailing address of the Incorporator is:
Douglas F. Qualls
Rt 1, Box 158B
Crescent City, Florida 32112

ARTICLE 6.

POWERS OF INCORPORATORS

The powers of the Incorporator shall terminate upon the filing of this certificate. The names and addresses of the initial Board of Directors and Stockholders, who shall serve until the first meeting of the shareholders and until their respective successors are elected and qualified, shall be one in number and shall be as follows:

Douglas F. Qualls
Rt 1, Box 158B
Crescent City, Florida 32112

ARTICLE 7.

SHAREHOLDER QUALIFICATIONS

All shareholders of the Corporation shall be persons duly licensed to practice Veterinary Medicine in the State of Florida. They shall also be individuals who, except for the time spent for illness, accident, in the armed services, on vacations, and on leaves of absence not to exceed one year, are actively engaged in the practice of Veterinary Medicine in the Offices of the Corporation.

ARTICLE 8.

SHAREHOLDER MANAGEMENT

The business of the Corporation shall be managed by the Stockholders of the Corporation until such time as there becomes more than three persons who are stockholders of this corporation and thereafter the business of the Corporation shall be conducted by its Board of Directors.

ARTICLE 9.

FIRST STOCKHOLDER AND BOARD MEMBER

The name and street address of the first stockholder and first member of the Board of Directors:

Douglas F. Qualls
Rt 1, Box 158B
Crescent City, Florida 32112

ARTICLE 10.**REGISTERED AGENT**

The initial registered agent of this corporation shall be:

Douglas F. Qualls
Rt 1, Box 158B
Crescent City, Florida 32112

ARTICLE 11.**CORPORATE OFFICES**

The initial corporate offices shall be located at:

930 N. Summit St.
Crescent City, Florida 32112.

ARTICLE 12.**AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of Florida, and all rights and powers conferred on Directors and Stockholders herein granted are subject to this reservation. A majority vote of all members present and entitled to vote at a duly constituted meeting called for that purpose shall be necessary to amend these Articles of Incorporation.

ARTICLE 13.**BYLAWS**

The Board of Directors is expressly authorized to make, alter or repeal By-Laws of the corporation. Action shall be by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE 14.**CORPORATE DEBTS**

The private property of the Stockholders of the corporation shall not be subject to the payment of corporate debts.

ARTICLE 15.**OFFICER AND DIRECTOR LIABILITY**

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, if such person (i) exercised or used the same degree of diligence, care and skill as an ordinarily prudent man would have exercised or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the corporation, or upon statements made or which he had reasonable grounds to believe to be true because they were made by officers or employees of the corporation, or were based upon a financial statement of the corporation prepared by an officer or employee of the corporation in charge of its accounts, a certified public accountant or a firm of certified public accountants.

ARTICLE 16.

CORPORATE INDEMNIFICATION

The corporation may indemnify every person, his heirs, executors and administrators, against any and all judgments, fines, amounts in settlement and reasonable expenses, including attorney's fees, incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or otherwise, (civil, criminal, administrative or investigative, including appeals), to which he may be or is made a party by reason of his being or having been a director or officer of the corporation or at its request, or any other corporation owned or controlled by this corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record this Certificate, and certifies that the facts herein stated are true.


Dated at Palatka, Florida, this 15 day of December, 1994.



Douglas F. Qualls
930 N. Summit St.
Crescent City, Florida 32112

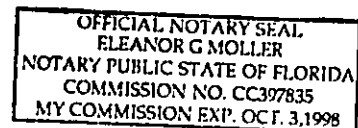
STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 15th day of December, 1994, by Douglas F. Qualls.

Signature of Notary Public: 
Print, Type or Stamp Commissioned Name: Eleanor G. Moller
Commission #: CC397835 Date Commission Expires: 10/03/98
(Check one) Personally known X or produced identification _____
Type of Identification Produced: _____

(recommend driver's license, or other picture I.D.)(please include State of issuance, I.D. number or otherwise adequately describe identification produced)

(Notary Seal)



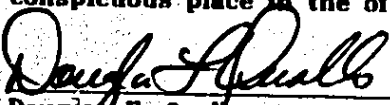
STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:
D. F. Qualls, D.V.M., P. A., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 930 N. Summit St., Crescent City, Florida 32112, appoints Douglas F. Qualls, Rt 1, Box 158B, Crescent City, Florida 32112 as its agent to accept Service of Process within this state.

ACCEPTANCE;

I agree as Resident Agent to accept Service of Process; to keep my office at ~~930 N. Summit St., Crescent City, Florida 32112~~ open during pre-scribed hours; to post my name (and any other officers of said corporation authorized to accept service at the above Florida designated address) in some conspicuous place in the office as required by law.



Douglas F. Qualls
~~930 N. Summit St.~~
~~Crescent City, Florida 32112~~