

CONROY, SIMBERG & LEWIS, P.A.

P95000012096

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Please Reply To
Hollywood

February 6, 1995

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
FEB 10 1995
*****75.00 *****75.00

Re: Drs. Smith, Porter & Associates, P.A.
Our File No. : 95-5083

Dear Sir or Madam:

Please find enclosed herewith Articles of Incorporation in connection with the above-referenced corporation, together with this firm's check in the amount of \$75.00. Please file the Articles and forward to this office acknowledgment of the filing at your earliest convenience.

Thank you for your assistance with this matter.

Very truly yours,

J.D. SKIP BARDFELD

J. D. SKIP BARDFELD

JDB/lmv
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

DRS. SMITH, PORTER & ASSOCIATES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of optometry in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I
NAME

The name of the corporation is DRS. SMITH, PORTER & ASSOCIATES, P.A..

ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 1863 N.W. 96th Avenue, Plantation, County of Broward, State of Florida 33322. The name of the initial registered agent of the corporation is Paul R. Smith, whose address is 1863 N.W. 96th Avenue, Plantation, Florida 33322.

ARTICLE III
DURATION

The corporation shall have perpetual existence, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV
PURPOSE

The purpose of the corporation is to practice the profession of optometry. The sole and exclusive professional service to be rendered by the corporation is optometric practice and related matter.

ARTICLE V
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time is five hundred (500) shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLES OF INCORPORATION PAGE 2
RE: DRS. SMITH, PORTER & ASSOCIATES, P.A.

ARTICLE VI
CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of optometry is not less than \$500.00.

ARTICLE VII
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Paul R. Smith	1863 N.W. 96th Avenue Plantation, Florida 33322
William Porter	1863 N.W. 96th Avenue Plantation, Florida 33322

ARTICLE IX
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

Paul R. Smith	1863 N.W. 96th Avenue Plantation, Florida 33322
William Porter	1863 N.W. 96th Avenue Plantation, Florida 33322

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLES OF INCORPORATION PAGE 3
RE: DRS. SMITH, PORTER & ASSOCIATES, P.A.


ARTICLE X
BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than sixty (60) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.


ARTICLE XI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation have executed these Articles of Incorporation at Hollywood, Broward County, Florida this 31st day of JANUARY, 1995.



Paul R. Smith
Subscriber and Registered
Agent




William Porter
Subscriber

ARTICLES OF INCORPORATION PAGE 4
RE: DRS. SMITH, PORTER & ASSOCIATES, P.A.

DESIGNATION OF REGISTERED AGENT

I hereby accept the designation of registered agent for services of process upon DRS. SMITH, PORTER & ASSOCIATES, P.A., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 3rd day of JANUARY, 1995.



Paul R. Smith

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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