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William T. Basford, Jr.
Attorney at Law

1926 BLANDING BOULEVARD
MIDDLEBURG, FLORIDA 32068

TELEPHONE: (904) 282-5755
FACSIMILE: (904) 291-2022

March 20, 1995

Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

30000014305728
-03/22/95--01076--013
***\$122.50 ***\$122.50

RE: Clay Hill All Animal
Hospital, Inc.,
Incorporation

Dear Secretary of State:

Enclosed are the original and one (1) photo copy of the Articles
of Incorporation for the above and my check in the amount of \$122.50
to cover the filing fee and the cost of a certified copy.
Thanks.

Sincerely,

William T. Basford, Jr.
William T. Basford, Jr.

WTB/av

Enclosures

WTB
3/23/95
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLAY HILL ALL ANIMAL HOSPITAL, INC.

We the undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation is

CLAY HILL ALL ANIMAL HOSPITAL, INC.

ARTICLE II - Nature of Business

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

(a) To perform, and make available to the public every aspect and phase of **animal health care and related facilities, and services.**

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To become guarantor or surety for any other person, firm, or corporation for any purpose or transaction whatsoever.

(h) To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

(i) To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

(j) To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

2. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of \$1.00 par value common stock. The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV - Initial Capital

The amount of capital with which this corporation will begin business is five hundred and no/100 dollars (\$500.00).

ARTICLE V - Term

This corporation shall have perpetual existence.

ARTICLE VI - Address

The post office address of the principal office of this corporation in the State of Florida is:

1774 Treeland Ave., Middleburg, Fl 32068

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII - Directors

This corporation shall have three directors initially and is authorized to have three directors. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII - Initial Directors

The name and post office address of the members of the first Board of Directors of the corporation are:

Milagros James - 1774 Treeland Ave., Middleburg, Fl 32068
William S. James - 1774 Treeland Ave., Middleburg, Fl 32068
Susan Thoma - 1774 Treeland Ave., Middleburg, Fl 32068

ARTICLE IX - Subscribers

The names and post office address of the subscribers of these Articles are:

Milagros James, 1774 Treeland Ave., Middleburg, Fl 32068

ARTICLE X - Registered Office and Registered Agent

The initial registered agent for the corporation is:

Milagros James

and the initial registered office for that agent and the corporation is

1774 Treeland Ave., Middleburg, Fl 32068

ARTICLE XI - Preemptive Rights for Shareholders

All shareholders of stock in the corporation shall have preemptive rights.

ARTICLE XII

1. This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any right conferred upon the stockholders is subject to this reservation.

2. The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any by-laws adopted by the stockholders.

3. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

4. The stockholders may, by by-law provision or by stockholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.


7. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIII

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer or

employee of another corporation in which is owned shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matter as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of **March, A.D., 1995.**

 (SEAL)
MILAGROS JAMES

STATE OF FLORIDA
COUNTY OF CLAY

I hereby certify that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments personally appeared **Milagros James**, to me well known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, has acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at the County and State named above, the 15th day of **March** A.D., 1995.


Notary Public, State of Florida,
at Large
My Commission expires: _____



CATHERINE L. BLOOMER
COMMISSION # CC 380674
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

2017

FILED
1935 MAR 22 PM 12:19
CLAY HILL ALL ANIMAL HOSPITAL, INC.

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

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

First That CLAY HILL ALL ANIMAL HOSPITAL, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Middleburg, County of Clay, State of Florida, has named Milagros James located at 1774 Treeland Ave., City of Middleburg, County of Clay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

BY

Milagros James

MILAGROS JAMES
(Resident Agent)