

795000-48507

MAHAFFEY & LEITCH

3438 Lawton Road, Suite 200  
Orlando, FL 32803  
(407) 894-2081

Dougald B. Leitch  
John D. Mahaffey, Jr.  
FAX: (407) 894-3852

June 14, 1995

Orlando Office:  
175 W. Broadway, Suite 101  
Orlando, FL 32765  
(407) 366-8708

REPLY TO: ORLANDO

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314


200001516482  
-06/19/95--01040--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Markham Woods Animal Hospital, P.A.

Dear Sir or Madame:

Enclosed are the Articles and Acceptance to be filed in this matter, together with a copy of your letter reserving the name and our check in the amount of \$122.50.

Yours very truly,

  
John D. Mahaffey, Jr. GAVE

JDM/cb

Enclosure

AUTHORIZATION BY PHONE TO

CORRECT the registered address

DATE 6-21

DOC. EXAM. afp

FILED  
95 JUN 19 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MARKHAM WOODS ANIMAL HOSPITAL, P.A.

FILED  
95 JUN 19 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Professional Association under the Laws of the State of Florida.

ARTICLE ONE: NAME

The name of this professional association is MARKHAM WOODS ANIMAL HOSPITAL, P.A.

ARTICLE TWO: NATURE OF BUSINESS

This professional association is being formed for the purpose of providing medical care and boarding for animals; and further to exercise all those powers granted by Law, including but not limited to the following:

To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation; To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its

property and assets; To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the professional association may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by Section 607.011, Florida Statutes within or without this State; To elect or appoint officers and agents of the professional association and define their duties and fix their compensation; To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the professional association; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business which the board of directors shall find will be

in aid of governmental policy; To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees, and any or all of the directors, officers, and employees of its subsidiaries; To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise; and To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of common stock this professional association is authorized to have outstanding at any one time is Three Thousand (3,000) shares at a \$1.00 par value, fully paid and non-assessable.

#### ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this professional association will begin business is \$2,000.00.

#### ARTICLE FIVE: TERM OF EXISTENCE

This professional association is to exist perpetually.

**ARTICLE SIX: ADDRESS**

The initial principal office of this professional association is in the State of Florida at 3952 Hunter's Isle Drive, Orlando, FL 32837. The Board of Directors may from time-to-time move the principal office to any other address in the State of Florida.

**ARTICLE SEVEN: REGISTERED AGENT**

The initial registered agent is JOHN D. MAHAFFEY, JR., ATTORNEY AT LAW, 3438 Lawton Road, Suite 200, Orlando, FL 32803.

**ARTICLE EIGHT: DIRECTORS**

This professional association shall have two (2) directors initially. The number of directors may be increased or decreased from time-to-time, by By-Laws adopted by the Stockholders, but shall never be less than one (1) nor more than five (5).

**ARTICLE NINE: INITIAL DIRECTORS**

The name and address of each of the first Board of Directors are:

Robert Wayne Taylor, DVM  
3952 Hunter's Isle Drive  
Orlando, FL 32837

John W. Meadows, DVM  
4020 John Young Parkway  
Orlando, FL 32804

**ARTICLE TEN: SUBSCRIBERS**

The name and address of each of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees

to take, and the value of the consideration therefore are:

Robert Wayne Taylor, DVM  
3952 Hunter's Isle Drive  
Orlando, FL 32837

1,000 shares at \$1.00

John W. Meadows, DVM  
4020 John Young Parkway  
Orlando, FL 32804

1,000 shares at \$1.00

ARTICLE ELEVEN: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED this 9th day of June, 1995.

  
Subscriber

  
Subscriber

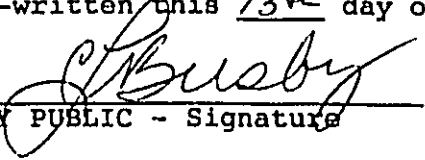
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County above-written to take acknowledgements, personally appeared ROBERT WAYNE TAYLOR, DVM and JOHN W. MEADOWS, DVM, personally known to me or who provided FDL

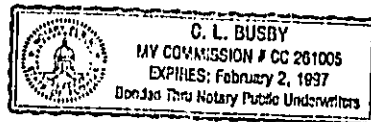
as identification, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my Hand and Official Seal in the State and County above-written this 13<sup>th</sup> day of June, 1995.

  
NOTARY PUBLIC - Signature

NOTARY PUBLIC - Printed Title

NOTARY PUBLIC - Printed Name



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF

MARKHAM WOODS ANIMAL HOSPITAL, P.A.

Orlando I, JOHN D. MAHAFFEY, JR., ATTORNEY AT LAW, 3438 Lawton Road, Ste 200  
175 West Broadway,  
hereby accept the designation as  
Registered Agent for MARKHAM WOODS ANIMAL HOSPITAL, P.A.

DATED this 9th day of June, 1995.

  
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JOHN D. MAHAFFEY, JR.

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