

# TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200001012022  
-08/02/96--01081--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: AccuPap, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

Clyde Arthur Ellis, Jr.  
Name (printed or typed)

PO 345  
Address

LIVE OAK, FL 32060  
City, State & Zip

(904) 362-1432  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG -2 AM 11:10

FILED

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
AccuPap, Inc.**

FILED  
26 AUG -2 1971  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of the corporation is AccuPap, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The physical address of the initial registered office of the corporation shall be 214 Meadow Street, Live Oak, Florida 32060.

The mailing address for all official correspondence to the corporation shall be P.O. Box 345, Live Oak, Florida 32060.

**ARTICLE III: CAPITAL STOCK**

The total number of shares of stock which the corporation shall have the authority to issue is 5,000 shares of common stock of One Dollar (\$1.00) par value each.

No holder of shares of any class of the stock of the corporation shall have preemptive rights, and the corporation shall have the right to issue and to sell to any person or persons any shares of its stock or any option rights or any securities having conversion or option rights, without first offering such shares, rights, or securities to any holders of shares of any class of stock of the corporation.

**ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and mailing address of the initial registered agent is C. Arthur Ellis, Jr., P.O. 345, Live Oak, Florida, residing at 214 Meadow Street, Live Oak, Florida 32060.

**ARTICLE V: INCORPORATION**

The name and mailing address of the incorporator is C. Arthur Ellis, Jr., P.O. 345, Live Oak, Florida 32060.

## **ARTICLE VI: PURPOSE**

The purpose of the corporation shall be to serve as a reference service for physicians and laboratories to perform all microscopy and/or cytology services for which the corporation is licensed under Florida statutes.

## **ARTICLE VII: POWERS OF BOARD OF DIRECTORS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter, or repeal the bylaws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve.

By a majority of the whole Board, to designate one or more committees, such committee(s) to consist of two or more of the Directors of the corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member of any committee at any meeting of the committee. Any such committee(s) to the extent provided in the resolution or in the bylaws of the corporation, shall have any and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the bylaws may provide that in the absence or disqualification from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholder's meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its

Board of Directors shall deem expedient and for the best interests of the corporation.

#### **ARTICLE VIII: CLASSES OF SHARES AND POWERS OF SHAREHOLDERS**

The corporation is organized pursuant to the provisions of the Florida Business Corporations Act.

The corporation shall not commence business until it shall have received not less than \$100.00 in payment for the issuance of shares of its stock.

In addition to the powers to make distributions and purchase its own shares conferred generally by law, the corporation shall have the power to make distributions to its shareholders out of its capital surplus, and to purchase the corporation's own shares out of its unreserved and unrestricted capital surplus.

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if written consent setting forth the action so taken shall be signed by persons who would not be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting classes) of votes that would be necessary to authorize and take such action at a meeting at which all shares entitled to vote were present and voted. For purposed of written consent by shareholders, the record date shall be the date when the consent is first executed and action shall be deemed taken when executed by the last necessary signature. Such consent shall be filed with the Secretary of the Corporation and such consent shall have the same force and effect as a vote at a meeting of the shares represented on the executed consent.

The initial Board of Directors of the Corporation shall consist of four members, whose names and addresses are as follows:

<b>Name of Member</b>	<b>Address</b>
C. Arthur Ellis, Jr.	214 Meadow Street Live Oak, Florida 32060
Leslie E. Ellis	214 Meadow Street Live Oak, Florida 32060

Eric A. Ellis

214 Meadow Street  
Live Oak, Florida 32060

David M. Ellis

214 Meadow Street  
Live Oak, Florida 32060

#### **ARTICLE IX: LIMITATION OF LIABILITY OF DIRECTORS**

**A Director shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a Director, except for liability:**

- (1) For any appropriation, in violation of his duties, of any business opportunity of the Corporation.**
- (2) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.**
- (3) For the types of liability set forth in Official Code of Florida Annotated.**
- (4) For any transaction from which the Director derived an improper personal benefit.**

**Toward this end, no Director may personally guarantee any loan, mortgage, or other promissory device on behalf of the Corporation. Any such guarantee shall render the device null and void from the standpoint of the Corporation.**

**IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 31st day of July, 1996.**

  
**C. Arthur Ellis, Jr.**

**CERTIFICATE OF DESIGNATION**

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**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is AccuPap, Inc.
2. The name and street address of the registered agent and office is:

C. ARTHUR ELLIS, JR.  
214 Meadow Street  
Live Oak, Florida 32060

The mailing address of the registered agent and office is:

Live Oak, Florida 32060

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AT REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 7/31/86