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LAW OFFICES OF JAMES BARROW

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Admitted to the Florida and New York Bars

August 28, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

RE: HILLSIDE ANIMAL HOSPITAL, P.A.
Articles of Incorporation

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-03/04/96--01169--002
****122.50 ****122.50

Dear Sir/Madam:

Enclosed are duplicate originals of the fully executed Articles of Incorporation for HILLSIDE ANIMAL HOSPITAL, P.A.

Please file an original copy of the Articles of Incorporation, certify the duplicate original, and return the certified copy to my office. This is a new filing.

Also, enclosed is my trust check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee of \$35.00, the certified copy fee of \$52.50, and the Registered Agent fee of \$35.00.

Your prompt attention to this matter would be appreciated.

Sincerely,


James Barrow, Esq.
Attorney at Law

JB:ls
encls.

cc: Patrick F. Jones, D.V.M.
Lorraine A. Jones, D.V.M.

2/1
4/16/96

**ARTICLES OF INCORPORATION
OF
HILLSIDE ANIMAL HOSPITAL, P.A.**

FILED

26 SEP -3 PM 2:50

RECORDED & INDEXED
TALLAHASSEE, FLORIDA

The undersigned, being natural persons, do hereby act as incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, in adopting and filing the following Articles of Incorporation.

ARTICLE I

NAME. The name of the corporation ("Corporation") is HILLSIDE ANIMAL HOSPITAL, P.A.

ARTICLE II

TERM OF EXISTENCE. The Corporation is to exist perpetually.

ARTICLE III

PRINCIPAL OFFICE. The street address of the principal office of the Corporation is 13160 Spring Hill Drive, Spring Hill, Florida 34609.

ARTICLE IV

NATURE OF BUSINESS. The general nature of the business to be transacted by the Corporation is:

- a. To engage in every phase and aspect of the business of rendering the same professional services to the public that a veterinarian, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice veterinary medicine therein.
- b. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional veterinary services.
- c. To 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.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of 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 V

CAPITOL STOCK.

a. The maximum number of shares this Corporation is authorized to issue is 5000, all of which shall be Common Shares at \$10.00 per share par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to veterinarians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE VI

REGISTERED AGENT. The initial street address of the Corporation's registered office is 13160 Spring Hill Drive, Spring Hill, Florida 34609. The initial registered agent for the Corporation at that address is Patrick F. Jones, D.V.M.

ARTICLE VII

INITIAL DIRECTORS. The initial board of directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Patrick F. Jones	1092 Abbott Avenue Spring Hill, FL 34609
Lorraine A. Jones	1092 Abbott Avenue Spring Hill, FL 34609

ARTICLE VIII

SUBSCRIBERS. The names and street addresses of the persons signing these Articles of Incorporation as a subscriber, each of whom is a veterinarian, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock each agrees to take, and the value of the consideration therefor are:

Name	Address	No. of Shares	Consideration
Patrick F. Jones	1092 Abbott Avenue Spring Hill, FL 34609	100	\$1000.00
Lorraine A. Jones	1092 Abbott Avenue Spring Hill, FL 34609	100	\$1000.00

ARTICLE IX

CONTRACTS. No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE X

RESTRAINT ON ALIENATION OF SHARES. The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice

veterinary medicine in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE XI

ADDITIONAL CORPORATE POWERS. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional veterinary services.

(b) To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

ARTICLE XII

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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of
Incorporation this 27 day of August, 1996.

96 SEP -3 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patrick F. Jones
Patrick F. Jones

Lorraine A. Jones
Lorraine A. Jones

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HILLSIDE ANIMAL HOSPITAL, P.A.
at the place designated in the articles of incorporation, the undersigned is familiar with and
accepts the obligations of that position pursuant to F.S. 607.0501(3).

Patrick F. Jones
Patrick F. Jones

Date: August 27, 1996

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared Patrick F. Jones and
Lorraine A. Jones who are to me well known to be the persons described in and who
executed the foregoing Articles of Incorporation as the Incorporators, and they
acknowledged to and before me that they executed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Spring Hill
in said County and State, this 27 day of August, 1996.

James Barrow
Notary Public

