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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MAHONEY ADAMS & CRISER, P.A.  
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NAME: EYE CARE ALLIANCE OF NORTHERN FLORIDA, INC.  
AUDIT NUMBER.....H96000013378  
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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

July 9, 1996

CORINNE P. MCCLURE  
MAHONEY ADAMS & CRISER, P.A.  
50 N. LAURA ST.  
JACKSONVILLE, FL 32202

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96 SEP 25 11 16 44  
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TALLAHASSEE, FLORIDA

The name EYE CARE ALLIANCE OF NORTHERN FLORIDA, INC. has been reserved for 120 days beginning July 9, 1996. The reservation number is H96000003321 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 365.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 296A00033269

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**EYE CARE ALLIANCE  
OF  
NORTHERN FLORIDA, INC.  
ARTICLES OF INCORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be Eye Care Alliance of Northern Florida, Inc. ("Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation shall be:

Eye Care Alliance of Northern Florida, Inc.  
6717 N.W. 11th Place, Suite A  
Gainesville, FL 32605

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is three hundred (300) shares of Class A voting common stock having a par value of \$0.01 per share, and one hundred (100) shares of Class B non-voting common stock having a par value of \$0.01. Class A shareholders are providers of eye care services (ophthalmologists and optometrists), and Class B shareholders are participating practices in which one or more providers are members. Each Class A shareholder may only vote his share in connec-

Prepared by Linda S. Gemind, Esq.  
Mahoney Adams & Criser, P.A.  
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tion with the election of a director from the participating practice in which such shareholder is a member, and in connection with ratification of issues referred for ratification by the Board of Directors under the bylaws. Class B shareholder shall have no vote, but are eligible to share in any dividends equally with Class A shareholders. Such dividends shall not be cumulative. Should dissolution occur under the circumstances specified in the shareholders agreement, Class B shares owned by participating practices shall be converted to Class A shares at a ratio of one (1) Class B Share becomes one-third Class A Share.

#### **ARTICLE IV**

#### **INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the Corporation is 50 North Laura Street, Suite 3400, Jacksonville, Florida, 32202; and the name of the Corporation's initial registered agent at the address is RAX CO.

#### **ARTICLE V**

#### **INCORPORATOR**

The name and street address of the incorporator of the corporation are Wayne W. Adams, 501 Park Avenue, Belleair, Florida, 34616.

#### **ARTICLE VI**

#### **DURATION**

The corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

#### **ARTICLE VII**

#### **PURPOSE**

The corporation is organized for the purpose of administering the matching of skilled providers of eye care services in the State of Florida with health care purchasers who desire their services, and the transacting of any and all lawful business permitted under the laws of the United States of America and the laws of Florida.

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**ARTICLE VIII  
DIRECTORS**

(a) The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws.

(b) The name and street address of the initial directors of the corporation are (alphabetically):

Ronald R. Freeman, O.D.

1385 S. 1st, Lake City, Florida

William F. Guyton, M.D.

6717 N.W. 11th Place, Suite A, Gainesville  
Florida

Richard W. Reichert, M.D.

1385 S. 1st, Lake City, Florida

Arthur Leonard Shiffman, O.D.

PO Box 170, Starke, Florida

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the tenth day of September, 1996.

  
Wayne W. Adams, Incorporator

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### REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Corporation Act, the following is submitted, in compliance with said statute:

That Eye Care Alliance of Northern Florida, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX located at such registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

  
Wayne W. Adams, Incorporator

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**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that he is familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: 

Halcyon E. Skinner, President

**DATED:** September 24, 1996

**FILED**  
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TALLAHASSEE, FLORIDA

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