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MARK D. HUFF  
1089 N. Town And River Drive  
Fort Myers, Florida 33919  
(941) 940-2703

August 26, 1997

Florida Department Of State  
Corporations Division  
Attn: New Filing  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Calusa Veterinarians, Inc.

Ladies/Gentlemen:

Enclosed herein please find for filing an original and one copy of the Articles Of Incorporation for Calusa Veterinarians, Inc. Also enclosed is our check in the amount of \$78.75 for filing costs and for the certification to be mailed to the above address.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

*Mark D. Huff*

Mark D. Huff

enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CALUSA VETERINARIANS, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby set forth the following the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a general for profit Corporation, and do hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

CALUSA VETERINARIANS, INC.

ARTICLE II: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III: PURPOSE

The general purpose for which this Corporation is organized includes the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, and, including, but not limited to, any and all activities associated with the treatment, service, marketing, developing, promoting, selling, both wholesale and retail, procurement, transfer, trade, representation, and all other activities incident to,

operating a veterinary practice and business open to the general public without limitation, together with all such activities deemed pertinent within the sole discretion of the corporation, pursuant to Florida Statutes and governmental regulations.

#### ARTICLE IV: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

(a) 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.

(b) To purchase, take, receive, lease, or otherwise acquire, property of any interest therein, wherever situate.

(c) 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.

(d) To lend money to and use its credit to assist its officers and employees in accordance with Sec. 607.141.

(e) 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 interests 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.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation 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.

(g) 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.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this State.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) 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 corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purpose.

#### ARTICLE V: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common class stock only with a par value of One and no/100 Dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have full preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VII: PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is as follows, to-wit:

1089 N. Town And River Drive  
Fort Myers, Florida 33919

ARTICLE VIII: REGISTERED AGENT

The street address of the initial registered office of the Corporation is as follows, to-wit:

1089 N. Town And River Drive  
Fort Myers, Florida 33919

ARTICLE IX: REGISTERED AGENT

The name of the Corporation's initial registered agent at the above-mentioned address is as follows:

MARK D. HUFF

ARTICLE X: BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of two or more members, and the exact number thereof to be fixed by the By-laws of said Corporation. The initial Board of Directors shall consist of two members whose names and addresses are as follows, to-wit:

<u>NAME</u>	<u>ADDRESS</u>
MARK D. HUFF	1089 N. Town And River Drive Fort Myers, Florida 33919
LAUREN HUFF	1089 N. Town And River Drive Fort Myers, Florida 33919

Said members of the initial Board of Directors shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office, or death, whichever shall first occur.

ARTICLE XI: INCORPORATOR

The following person shall act as the incorporator of CALUSA VETERINARIANS, INC., by signing and delivering, or causing to be delivered, said Articles of Incorporation, in duplicate, to the Department of State of the State of Florida.

NAME

ADDRESS

MARK D. HUFF

1089 N. Town And River Drive  
Fort Myers, Florida 33919

ARTICLE-XII: BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. The by--laws may contain any provisions for the regulation and management of the affairs of Corporation not inconsistent with law or the Articles of Incorporation

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 29TH day of August, 1997, for the purpose of forming this Corporation under the laws of the State of Florida. I hereby

make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation, and certify that the facts herein stated are true.

Mark D. Huff  
MARK D. HUFF

STATE OF FLORIDA     )  
                                  )  
COUNTY OF LEE        )

BEFORE ME, this day personally appeared MARK D. HUFF, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

WITNESS my hand and official seal this 28 day of August, 1997.

Beverly A. Walter  
Notary Public  
State of Florida at Large

My Commission Expires:



BEVERLY A. WALTER  
COMMISSION # CC 587608  
EXPIRES AUG 24, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.



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

Pursuant to the provisions of Sections 607.325 and 48.091, Florida Statutes, the undersigned Corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is: CALUSA  
VETERINARIANS, INC.

2. The name and address of the registered agent and office is:

MARK D. HUFF  
1089 N. Town And River Drive  
Fort Myers, Florida 33919

SIGNATURE Mark D. Huff  
TITLE President  
DATE 28 August 97

FILED  
91 AUG 29 AM 9:48  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS SET FORTH IN THE FLORIDA STATUTES.

SIGNATURE Mark D. Huff  
DATE 28 August 97