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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ROBERT LOVE, O.D. AND ASSOCIATES, P.A.**

Certificate of Status	0
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**ROBERT LOVE, O.D. AND ASSOCIATES, P.A.****Director and Shareholder Action by Consent**

The undersigned, being the sole Director and sole Shareholder of ROBERT LOVE, O.D. AND ASSOCIATES, P.A. (the "Corporation"), hereby consents to the following action by the Director and Shareholder of the Corporation and instruct the Secretary of the Corporation to enter this Certificate into the minutes of the proceedings of the Corporation:

1. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the manner set forth in the attached Amended and Restated Articles of Incorporation, and Robert F. Love, O.D. is authorized to execute the Amended and Restated Articles of Incorporation as President of the Corporation, and is further authorized and directed to file such Amended and Restated Articles of Incorporation with the Florida Secretary of State.

2. The By-Laws of the Corporation are hereby amended and restated in their entirety in the manner set forth in the attached Amended and Restated By-Laws, and Robert F. Love, O.D. is authorized to execute the Amended and Restated By-Laws as Secretary of the Corporation.

Execution of this Certificate by the undersigned, being the sole Director and sole Shareholder of the Corporation, pursuant to Sections 607.0821 and 607.0704, Florida Statutes, waives any requirement of a formal meeting to conduct the business referred to herein.

DATED as of the 1<sup>st</sup> day of May, 2015.

\_\_\_\_\_  
ROBERT F. LOVE, O.D.,  
Sole Director and Shareholder

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**FOR**

**ROBERT LOVE, O.D. AND ASSOCIATES, P.A.**

The undersigned President of ROBERT LOVE, O.D. AND ASSOCIATES, P.A. (the "Corporation") hereby executes and adopts the following Amended and Restated Articles of Incorporation pursuant to Chapter 607, Section 607.1006, Fla. Stat., which Amended and Restated Articles of Incorporation replace in their entirety the previously adopted Articles of Incorporation of the Corporation filed with the Florida Secretary of State on January 5, 1998, as amended by *Articles of Amendment to Articles of Incorporation* filed with the Florida Secretary of State on January 28, 2002:

**"ARTICLE I**

**NAME**

The name of this Corporation is ROBERT LOVE, O.D. AND ASSOCIATES, P.A.

**ARTICLE II**

**NATURE OF BUSINESS**

The nature of the business to be transacted by this Corporation is to practice optometry in the State of Florida, pursuant to Chapter 463 of the Florida Statutes and applicable laws, through its officers, employees and agents, who are duly licensed and legally authorized to render such professional services within this state.

**ARTICLE III**

**CAPITAL STOCK**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having par value of One Dollar (\$1.00) per share. Such common stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

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ARTICLE IV

TERM OF EXISTENCE

The Corporation has an effective date of January 6, 1998, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT; INITIAL CORPORATE OFFICE

The street address and mailing address of the corporate office and registered office of this Corporation is 1331 S. International Parkway, Suite 1271, Lake Mary, Florida 32746, and the name of the registered agent of this Corporation at that address is Robert F. Love.

ARTICLE VI

DIRECTORS

- A. The current number of Directors of this Corporation is one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.
- C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- D. The name and street address of the sole member of the Board of Directors, to hold office until the next annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Robert F. Love, O.D.	1331 S. International Parkway, Suite 1271 Lake Mary, FL 32746

E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

F. In case one or more vacancies shall occur in the Board of Directors by reason of

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death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VII

##### 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 issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE VIII

##### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

#### ARTICLE IX

##### COMPLIANCE WITH PROFESSIONAL SERVICE CORPORATION ACT

These Articles of Incorporation shall be construed so as to comply in all respects with the provisions of the Florida Professional Service Corporation Act as the same now exists or may from time to time be amended.

IN WITNESS WHEREOF, the undersigned President of the Corporation has duly executed these Amended and Restated Articles of Incorporation as of the 1<sup>st</sup> day of May, 2015 and directs that these Amended and Restated Articles of Organization be filed in accordance with Section 607.1006 Fla. Stat.

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Robert F. Love, O.D., President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment as 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 as provided in Chapter 607, Fla. Stat.

  
Robert F. Love

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