

AUSLEY & McMULLEN

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March 25, 1998

P9800028067

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32302

VIA HAND DELIVERY

Re: Eye Center of North Florida, P.A.

Dear Sir or Madame:

Enclosed for filing with your office are Articles of Incorporation for the referenced corporation. A check for \$122.50 to cover the filing fee and certified copy charge is enclosed.

IF YOU WILL CONTACT MY OFFICE AS SOON AS THIS DOCUMENT IS READY, I WILL ARRANGE FOR SOMEONE TO PICK IT UP.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,

100002468501--7

-03/25/98-01002-006

****122.50 ****122.50

Robert A. Pierce

RAP/dmw
Enclosures

RAP/LTR/esc71330/015432.71330

Donna Marie gave auth. to change P.A. and purpose

2589 10986678

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 25 PM 4: 02

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 25, 1998

AUSLEY & MCMULLEN
P.O. BOX 391
TALLAHASSEE, FL 32301

SUBJECT: EYE CENTER OF NORTH FLORIDA, P.A.
Ref. Number: W98000006678

We have received your document for EYE CENTER OF NORTH FLORIDA, P.A.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 598A00016101

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

EYE CENTER OF NORTH FLORIDA, P.A.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Law, as amended (hereinafter referred to as "The Act"), execute the following Articles of Incorporation:

Article I. Name

Section A. The name of the Corporation is Eye Center of North Florida, P.A.

Article II. Purposes and Powers

Section A. Purposes. The purposes for which the Corporation is formed are as follows:

1. To transact any and all lawful business for which corporations may be incorporated under the Act.

Section B. Powers. Powers of the Corporation include all of the powers granted by the Act, including, but not limited to the following:

1. To do everything necessary, advisable, or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at the time appear conducive to or expedient for the protection or the benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law.
2. To have, exercise, and enjoy in furtherance of the purposes hereinbefore set forth all general rights, privileges and powers granted to Corporation by the Act, as now or hereafter amended, and by the common law.

Article III. Term of Existence

Section A. The period during which the Corporation shall continue is perpetual.

Article IV. Registered Office and Resident Agent

Section A. The street address of the initial registered office of the Corporation is 2500 Highway 77, Panama City, FL 32405.

Section B. The name of the Corporation's initial resident agent is Thad Cofer, 2500 Highway 77, Panama City, FL 32405.

Article V. Classes and Number of Shares

Section A. The total number of designated "common shares" which the Corporation has authority to issue is one thousand (1,000) shares with no par value.

Section B. The total number of shares designated "10% Preferred Shares" which the Corporation has authority to issue is one thousand (1,000) shares of cumulative, participating 10% preferred with a par value of two thousand five hundred dollars (\$2,500.00) each. These shares shall be "callable" by the Board of Directors.

Article VI. Terms of Shares

- Section A. The shares of the Corporation referred to in Article V, Section A herein as Common Shares may be referred to in any of the Corporation's records, documents, or agreements as "voting common stock".
- Section B. The Common Shares may be issued by the Corporation for such an amount of consideration as may be fixed from time to time by the Board of Directors. Unless the Board of Directors shall provide otherwise, all consideration received by the Corporation for the sale of Corporation's Common Shares shall be allocated to the Corporation's stated capital.
- Section C. The holders of the Common Shares are entitled to receive, when and as declared by the Board of Directors out of the unreserved and unrestricted earned surplus or capital surplus, or from both, available therefrom, dividends payable in cash, in property, or in the shares of the Corporation.
- Section D. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Common Shares are entitled to share ratably in the final remaining net assets of the Corporation.
- Section E. Except as otherwise provided by law, the Corporation is entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and is not bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.
- Section F. The Code of By-Laws of the Corporation shall provide other pertinent provisions concerning the common shares of the Corporation, including the manner of and all restrictions imposed by the Corporation, on the transfer of these shares. The Code of By-Laws, including such restrictions on the transfer of shares, shall be amendable as hereinafter provided.
- Section G. All Common Shares of the Corporation shall have the same rights, preferences, limitations and restrictions; although different classes need not have the same rights, preferences, limitations and restrictions.
- Section H. The shares of the Corporation referred to in Article V, Section B herein as 10% Preferred Shares may be referred to in any of the Corporation's records, documents, or agreements as "voting preferred stock".
- Section I. The 10% Preferred Shares may be issued by the Corporation for the sum of two thousand five hundred dollars (\$2,500.00) each from time to time by the Board of Directors. Unless the Board of Directors shall provide otherwise, all consideration received by the Corporation for the sale of Corporation's 10% Preferred Shares shall be allocated to the corporation's stated capital.
- Section J. The holders of the Preferred Shares are entitled in property, or in the shares of the Corporation at ten percent (10%) on the par value of each share, annually, which dividend shall be cumulative, if not paid annually, until paid.
- Section K. In addition the preferred shares of the Corporation shall participate ratably in the taxable income of the corporation net of the annual income taxes of the corporation as declared by the Board of Directors.
- Section L. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Preferred Shares are entitled to share ratably in the final remaining net assets of the Corporation.

Section M. Except as otherwise provided by law, the Corporation is entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and is not bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Section N. The Code of By-Laws of the Corporation shall provide other pertinent provisions concerning the preferred shares of the Corporation, including the manner of and all restrictions imposed by the Corporation, on the transfer of these shares. The Code of By-Laws, including such restrictions on the transfer of shares, shall be amendable as hereinafter provided.

Section O. All preferred shares of the Corporation shall have the same rights, preferences, limitations and restrictions as other preferred shares; although different classes need not have the same rights, preferences, limitations and restrictions.

Article VII. Voting Rights of Shares

Section A. Each holder of the Common Shares of the Corporation shall be entitled to one (1) vote for each share standing in his/her name on the books of the Corporation on each matter submitted to a vote at any meeting of the Shareholders except as to the election of the one (1) Director of the Corporation known as the "Preferred Stock Director" for which the holder of a common share shall not be entitled to vote.

Section B. Each holder of the Preferred Shares of the corporation shall be entitled to one (1) vote for each share outstanding in his/her name on the books of the corporation on each matter submitted to a vote at a meeting of the Shareholders involving only the following matters and no others:

1. Election of the one (1) Director of the corporation known as Preferred Stock Director.
2. Matters involving the rights and privileges of the Preferred Stock.
3. Amendments to the Articles of Incorporation.

Article VIII. Incorporator

Section A. The name and post office address of the incorporator of the Corporation is as follows:

Thad Cofer
2500 Highway 77
Panama City, FL 32405

Article IX. Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section A. Any shares of the Corporation which are unissued, or which have been issued and thereafter reacquired by the Corporation, may be from time to time issued upon such terms and conditions, for such consideration, and to such persons, corporations, or other legal entities as the Board of Directors may determine and order, without authorization or approval of the Shareholders of the Corporation. The Board of Directors may allocate what is received upon the issuance of shares between the capital and surplus account of the Corporation.

Section B. Meetings of the Shareholders of the Corporation shall be held at such place, within or without the State of Florida, as may be specified in the Code of By-Laws of the Corporation or in the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting if, prior to such action, a consent in writing setting forth the action to be taken is signed by all of the Shareholders entitled to vote with respect thereto, and such written consent is filed with the minutes of the proceedings of the Shareholders.

Section C. Meetings of the Board of Directors of the Corporation shall be held within or without the State of Florida, as may be specified in the Code of By-Laws of the Corporation, or with the respective notices or waivers of notice thereof. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a consent in writing setting forth the action to be taken is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or such committee.

Section D. Except as otherwise provided by law, the records, documents, and agreements of the Corporation may be kept at any place or places within or without the State of Florida, as may be specified by the code of By-Laws of the Corporation.

Section E. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are directors, officers or employees, or in which they are financially interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation (or a committee thereof) which acts upon or in reference to such contract or transactions, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be fully disclosed or known to the Board of Directors, and the Board shall nevertheless authorize, approve or ratify such contract or transaction by a vote of the majority of the Directors present.

Section F. Except as otherwise provided in the Act, the Board of Directors of the Corporation have the power to fix and determine the amounts to be reserved as working capital of the Corporation, and, before the payment of any dividends, the Board of Directors may set aside out of the net profits or earned surplus of the Corporation such sums as the Board of Directors determines to be proper for the best interests of the Corporation.

Section G. Subject to any limitation or restriction imposed by law or by the Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all powers of the Corporation, without authorization or approval of the Shareholders of the Corporation.


Section H. The Corporation shall have the right and power, exercisable by authorization and approval of the Board of Directors, to purchase, take, receive or otherwise acquire its own shares to the extent of unreserved and unrestricted capital surplus available therefore, and without authorization or approval of the Shareholders of the Corporation.

Section I. The Code of By-Laws may provide other pertinent provisions for the regulation of the business and conduct of the affairs of the Corporation.

Section J. Notwithstanding any other provisions herein, the power to amend, alter, or repeal the Code of By-Laws or to adopt a new Code of By-Laws is in the Board of Directors.

Section K. Notwithstanding any other provisions herein, the power to amend, alter, or repeal these Articles of Incorporation is in the holders of the common and preferred shares by the affirmative vote of the holders of one hundred percent (100%) of the common and preferred shares issued and outstanding to exercise that power.

IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in Article VIII executes these Articles of Incorporation and verifies subject to the penalties of perjury that the facts herein stated this 13 day of March, 1998, are true.



Thad Cofer,
Incorporator

Artice II Continue.....

3. Engage in the practice of Medicine as a professional corporation and to own and operate a medical clinic for the purpose of providing medical care and treatment.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

EYE CENTER OF NORTH FLORIDA, P.A.

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

**Thad Cofer
2500 Highway 77
Panama City, FL 32405**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated limited partnership at the place designated in this certificate, 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.



Thad Cofer

Date: 3/20/98