

Robert A. Pierce
Ausley & McMullen

Requestor's Name

227 S. Calhoun Street

Address

Tallahassee, FL 32301

City/State/Zip

425-5457

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Eye Center of North Florida, P.A. P98000028067
(Corporation Name) (Document #)
2. *Restated*
(Corporation Name) (Document #)
3. *Articles*
(Corporation Name) (Document #)
4.
(Corporation Name) (Document #)

FILED
99 JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
<input checked="" type="checkbox"/> Amendment--Restated Articles
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

400002715554--4
-12/18/98--01027--010
*****96.25 *****87.50

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

*X00789, 00579,
00672*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

99 JAN 20 PM 2:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 18, 1998

Robert A. Pierce
Law Office of Ausley & McMullen
227 S. Calhoun St.
Tallahassee, FL 32301

SUBJECT: EYE CENTER OF NORTH FLORIDA, P.A.
Ref. Number: P98000028067

We have received your document for EYE CENTER OF NORTH FLORIDA, P.A. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

*Certificate
attached*

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 198A00059601

**RESTATED ARTICLES OF INCORPORATION OF
EYE CENTER OF NORTH FLORIDA, P.A.**

FILED
JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Board of Directors, hereby file these Restated Articles of Incorporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **EYE CENTER OF NORTH FLORIDA, P.A.**
The principal place of business and mailing address of this Corporation shall be 2500 Highway 77, Panama City, Florida 32045.

**ARTICLE II.
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

A. To engage in every aspect and phase of the practice of medicine and optometry and related activities within the State of Florida; and to engage in any activities necessary and proper to facilitate and promote the practice of medicine and optometry through its officers and employees;

B. To the extent not prohibited by the Professional Service Corporation Act, to invest its funds in real estate, mortgages, stocks, bonds and any other type of investments;

C. To own or lease real or personal property necessary for the rendering of professional services; and

D. To engage in any or all other activities or business permitted under the Florida Professional Services Corporation Act for the rendering of professional medical services and related activities.

ARTICLE III. Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock with no par value. per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

ARTICLE IV. Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V. Incorporator

The names and street addresses of the Incorporators of this Corporation are as follows:

ANTHONY L. AKER, O.D.	2500 Highway 77 Panama City, FL 32405
JAMES E. CORRY, JR., O.D.	2500 Highway 77 Panama City, FL 32405
DAVID J. EDINGER, O.D.	2500 Highway 77 Panama City, FL 32405
BRET L. FISHER, M.D.	2500 Highway 77 Panama City, FL 32405
LEE G. GONSHOR, M.D.	2500 Highway 77 Panama City, FL 32405
MARK S. JONES, O.D.	2500 Highway 77 Panama City, FL 32405
JOHN J. MALLARY, M.D.	2500 Highway 77 Panama City, FL 32405

ARTICLE VI.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2500 Highway 77, Panama City, Florida 32405. The name of the initial Registered Agent of the Corporation at the above address shall be **THAD W. COFER**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no fewer than two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of seven (7) persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

ANTHONY L. AKER, O.D.	2500 Highway 77 Panama City, FL 32405
JAMES E. CORRY, JR., O.D.	2500 Highway 77 Panama City, FL 32405
DAVID J. EDINGER, O.D.	2500 Highway 77 Panama City, FL 32405
BRET L. FISHER, M.D.	2500 Highway 77 Panama City, FL 32405
LEE G. GONSHOR, M.D.	2500 Highway 77 Panama City, FL 32405
MARK S. JONES, O.D.	2500 Highway 77 Panama City, FL 32405
JOHN J. MALLARY, M.D.	2500 Highway 77 Panama City, FL 32405

ARTICLE X.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	BRET L. FISHER, M.D. 2500 Highway 77 Panama City, FL 32045
Secretary	LEE G. GONSHOR, M.D. 2500 Highway 77 Panama City, FL 32045
Treasurer	ANTHONY L. AKER, O.D. 2500 Highway 77 Panama City, FL 32045

ARTICLE XI.
**Transactions In Which Directors
Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders in accordance with the By-laws of the Corporation.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended as provided in the By-laws.

IN WITNESS WHEREOF, the undersigned, being the Board of Directors of the Corporation, have executed these Restated Articles of Incorporation this 9th day of ~~October~~ ^{November}, 1998.

Anthony L. Aker
ANTHONY L. AKER, O.D., Member

James E. Corry Jr.
JAMES E. CORRY, JR., O.D., Member

David J. Edinger
DAVID J. EDINGER, O.D., Member

Bret L. Fisher
BRET L. FISHER, M.D., Member

Lee G. Gonshor
LEE G. GONSHOR, M.D., Member

Mark S. Jones
MARK S. JONES, O.D., Member

John J. Mallary
JOHN J. MALLARY, M.D., Member

STATE OF FLORIDA
COUNTY OF BAY

~~October~~ ^{November} The foregoing instrument was acknowledged before me this 9th day of ~~October~~, 1998, by **ANTHONY L. AKER, O.D.** Such person: () is personally known to me; () produced a current Florida driver's license as identification; () produced _____ as identification.

Joy H. Maddox
(Signature of Notary Public)

(Notarial Seal)

Joy H. Maddox
(Typed or Printed Name of Notary Public)



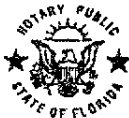
JOY H. MADDOX
My Commission CC482105
Expires Jul. 21, 1999
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF BAY

November The foregoing instrument was acknowledged before me this 9th day of ~~October~~, 1998, by **JAMES E. CORRY, JR., O.D.** Such person: (☒) is personally known to me; () produced a current Florida driver's license as identification; () produced _____ as identification.

Joy H. Maddox
(Signature of Notary Public)

(Notarial Seal)



JOY H MADDOX
My Commission CC482105
Expires Jul. 21, 1999
Bonded by HAI
800-422-1555

Joy H. Maddox
(Typed or Printed Name of Notary Public)

STATE OF FLORIDA
COUNTY OF BAY

November The foregoing instrument was acknowledged before me this 9th day of ~~October~~, 1998, by **DAVID J. EDINGER, O.D.** Such person: (☒) is personally known to me; () produced a current Florida driver's license as identification; () produced _____ as identification.



(Notarial Seal)

JOY H MADDOX
My Commission CC482105
Expires Jul. 21, 1999
Bonded by HAI
800-422-1555

Joy H. Maddox
(Signature of Notary Public)

Joy H. Maddox
(Typed or Printed Name of Notary Public)

STATE OF FLORIDA
COUNTY OF BAY

November The foregoing instrument was acknowledged before me this 9th day of ~~October~~, 1998, by **BRET L. FISHER, M.D.** Such person: (☒) is personally known to me; () produced a current Florida driver's license as identification; () produced _____ as identification.

Joy H. Maddox
(Signature of Notary Public)

(Notarial Seal)

Joy H. Maddox
(Typed or Printed Name of Notary Public)



JOY H MADDOX
My Commission CC482105
Expires Jul. 21, 1999
Bonded by HAI
800-422-1555

Restated Articles of Incorporation
EYE CENTER OF NORTH FLORIDA, P.A.
Page 8 of 9 Pages

STATE OF FLORIDA
COUNTY OF BAY

November The foregoing instrument was acknowledged before me this 9th day of October, 1998, by **LEE G. GONSHOR, M.D.** Such person: (X) is personally known to me; () produced a current Florida driver's license as identification; () produced _____ as identification.



JOY H MADDOX
My Commission CC482105
Expires Jul. 21, 1999
Bonded by HAI
800-422-1555

Joy H. Maddox
(Signature of Notary Public)

Joy H. Maddox
(Typed or Printed Name of Notary Public)

STATE OF FLORIDA
COUNTY OF BAY

November The foregoing instrument was acknowledged before me this 9th day of October, 1998, by **MARK S. JONES, O.D.** Such person: (X) is personally known to me; () produced a current Florida driver's license as identification; () produced _____ as identification.



JOY H MADDOX
My Commission CC482105
Expires Jul. 21, 1999
Bonded by HAI
800-422-1555

Joy H. Maddox
(Signature of Notary Public)

Joy H. Maddox
(Typed or Printed Name of Notary Public)

STATE OF FLORIDA
COUNTY OF BAY

November The foregoing instrument was acknowledged before me this 9th day of October, 1998, by **JOHN J. MALLARY, M.D.** Such person: (X) is personally known to me; () produced a current Florida driver's license as identification; () produced _____ as identification.

(Notarial Seal)

Joy H. Maddox
(Signature of Notary Public)

Joy H. Maddox
(Typed or Printed Name of Notary Public)



JOY H MADDOX
My Commission CC482105
Expires Jul. 21, 1999
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:


ANTHONY L. AKER, O.D., JAMES E. CORRY, JR., O.D., DAVID J. EDINGER, O.D., BRET L. FISHER, M.D., LEE G. GONSHOR, M.D., MARK S. JONES, O.C., and JOHN J. MALLARY, M.D., desiring to restate the Articles of Incorporation under the laws of the State of Florida, has designated 2500 Highway 77, Panama City, Florida 32045, as its initial Registered Office and has named **THAD W. COFER** located at said address as its initial Registered Agent.



BRET L. FISHER, M.D.
President

Date: 11/9/98

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



THAD W. COFER
Registered Agent

Date: 11/9/98

CERTIFICATE
EYE CENTER OF NORTH FLORIDA, P.A.

The undersigned officer of **EYE CENTER OF NORTH FLORIDA, P.A.**, a professional corporation (the "Corporation"), hereby certifies:

1. that all of the Shareholders and the Directors of the Corporation on November 9, 1998, authorized and consented to the filing of the foregoing Restated Articles of Incorporation of the Corporation; and

2. that these duly adopted Restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.

Dated: January 13, 1999.

**EYE CENTER OF NORTH FLORIDA, P.A., a
Florida professional association**

By: Lee G. Gonshor
Lee G. Gonshor, M.D.
Its Secretary