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5/4/2017

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**PONTE VEDRA ANIMAL HOSPITAL, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**PONTE VEDRA ANIMAL HOSPITAL, INC.**

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
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Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being all of the Directors of Ponte Vedra Animal Hospital, Inc., a Florida corporation (the "Corporation"), and desiring to amend and restate the Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed on June 22, 1998, and assigned document number P98000055807.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments thereto, were adopted by the shareholders and directors of the Corporation on April 7, 2017. To effect the foregoing, the Articles of Incorporation are hereby amended and restated as follows:

**Article I  
Name and Principal Office**

1. The name of the Corporation is Ponte Vedra Animal Hospital, Inc.
2. The address of the principal office and mailing address of the Corporation is 28 Corona Road, Ponte Vedra Beach, Florida 32082.

**Article II  
Duration**

The duration of the Corporation is perpetual.

**Article III  
Purpose**

This Corporation is organized for the purposes of operating an animal hospital and facility for boarding and bathing of animals, selling specialized food and products for animals, and engaging in any lawful act or activity for which corporations may be organized under the Business Corporations Act of the State of Florida.

**Article IV**  
**Capital Stock**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share and 9,000 shares of non-voting common stock having a par value of \$1.00 per share.

**Article V**  
**Officers and/or Directors**

1. As of the date hereof, there shall be one (1) director on the Board of Directors. The number of directors may be increased or diminished from time to time as provided by the bylaws, but shall never be less than one (1).

2. The manner of selection of directors shall be as provided in the bylaws.

3. As of the date hereof, the name and street address of the sole Director is Darryl B. Hill, D.V.M., 28 Corona Road, Ponte Vedra Beach, Florida 32082.

4. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

5. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

6. The officers of the Corporation shall be a President and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person. The name of the officer who is to manage the affairs of the Corporation is: Darryl B. Hill, President.

7. To the fullest extent permitted by the Florida Business Corporations Act, no officer or director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty.

8. The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director to the full extent permitted by law.

**Article VI**  
**Name and Address of Registered Agent**

The name and street address of the registered office of this Corporation is Darryl B. Hill, Sr., 28 Corona Road, Ponte Vedra Beach, Florida 32082.

**Article VII**  
**Affiliated Transactions**

The Corporation expressly elects not to be governed by Section 607.0901, Fla. Stat., as amended from time to time, relating to affiliated transactions.

**Article VIII**  
**Bylaws**

The bylaws of this Corporation as in existence on the date hereof shall continue to be the bylaws of the Corporation. The bylaws shall be altered, amended, or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article IX**  
**Amendment**

This Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the sole director of the Corporation, has executed these Amended and Restated Articles of Incorporation on the date set forth below.

  
\_\_\_\_\_  
By: Darryl B. Hill, Sr.  
Director

Date: 5-4-17

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THIS CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is PONTE VEDRA ANIMAL HOSPITAL, INC.
2. The name and the Florida street address of the registered agent are:

Darryl B. Hill, Sr.  
28 Corona Road  
Ponte Vedra Beach, Florida 32082

Having been named as registered agent and to accept service of process for the above-stated limited liability company 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 as provided for in Chapter 607, Florida Statutes.

  
\_\_\_\_\_  
Darryl B. Hill, Sr.