

LINDA O'STEEN

COOPER, BYRNE, BLUE & SCHWARTZ

Requestor's Name

P.O. Box 13651

Address

Tallahassee FL 32317 850-671-1111

City/State/Zip

Phone #

Office Use Only

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

1. L+C Investments II, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	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

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DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

Examiner's Initials

OK 9/28

**ARTICLES OF INCORPORATION
OF
L & C INVESTMENTS II, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be: **L & C Investments II, Inc.**

**ARTICLE II
PURPOSE**

The corporation is organized for the purpose of exercising any and all powers which a corporation or a natural person may exercise according to law.

**ARTICLE III
SHARES OF STOCK**

The maximum number of shares which this corporation shall be authorized to issue and have outstanding at one time shall be limited to 1200 shares of voting common stock, having a par value of 50 Cents (\$0.50).

**ARTICLE IV
CAPITAL**

The corporation shall begin business with a paid-in capital of not less than Six Hundred and No/100 Dollars (\$600.00).

**ARTICLE V
DURATION**

The corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The principal office of this corporation shall be located at 1704 Riggins Road, Tallahassee, Florida 32308, or at such other place as may from time to time be fixed by the Board of Directors. The initial registered agent of the corporation at such address is **H. Louis Hill, Jr., M.D.**

FILED
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TALLAHASSEE, FLORIDA

ARTICLE VII DIRECTORS AND OFFICERS

The number of directors of this corporation shall not be less than one (1), to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors. All shall be of full age. They shall be elected by a majority of the stock present and participating in the annual meeting of the corporation to be held as prescribed by the By-Laws and shall hold office after their election for the ensuing year and until their successors are duly elected and qualified.

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of this corporation by a majority vote thereof. Thereafter, the said By-Laws may be amended by the Board of Directors at any regular meeting of the Board or at any special meeting for which such amendment is one of the purposes for which the meeting is called by a majority of the directors present. The Board of Directors shall have full power to specify the rules and conditions under which stock certificates shall be issued and under which lost or destroyed certificates shall be replaced. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital paid in); and the corporation may, by and through its board of Directors, purchase, sell and trade in the bonds or other obligations of this corporation or in the shares of this capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction, in the manner provided by law, of the corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in any amount not exceeding the amount of the reduction, and shall not be reissued, except as provided by law.

The Board of Directors shall elect the officers of this corporation, who shall consist of the President, who shall be a director, a Secretary/Treasurer and, in the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, and such other and further officers as may be provided by resolution of the Board of Directors. Any person may hold two or more offices, except that the President shall not be also a Secretary or Assistant Secretary of this corporation. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the By-Laws or by resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or interested in any contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties, to or interested in such contract, act or transaction, or in any connected with such person or persons, firms or association, and each and every person who may become a director of this

corporation is hereby relieved from any liability that might otherwise exist from continuing with the corporation for the benefit of himself or any firm or corporation to which he may be anywise indebted.

ARTICLE VIII INITIAL DIRECTORS

The names and addresses of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Name	Address
H. Louise Hill, Jr., M.D.	1704 Riggins Road Tallahassee, Florida 32308
Calynne Hill	5926 Miller Landing Road Tallahassee, Florida

ARTICLE XI INDEMNIFICATION OF OFFICERS

This corporation shall have power to indemnify its officers, employees or agents to the full extent provided by Section 607.014, Florida Statutes, or other provisions of Florida law as they may exist from time to time.

ARTICLE X INCORPORATOR

The name and address of the Incorporator of this corporation is:

H. Louis Hill, Jr., M.D.
1704 Riggins Road
Tallahassee, Florida 32308

ARTICLE XI CUMULATIVE VOTING AND PREEMPTIVE RIGHTS

At each election for directors, stockholders shall not be entitled to cumulate their votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principal among any number of candidates.

Every stockholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to other.

ARTICLE XII
LOANS TO EMPLOYEES AND OFFICERS AND
GUARANTY OF OBLIGATIONS OF EMPLOYEES AND OFFICERS

The corporation may lend money to, guarantee any obligation of, or otherwise assign any officer or other employee of the corporation including any officer who is a director of the corporation, whenever, in the judgment of the Board of Directors, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in such a manner as the Board of Directors shall approve, including, without limitations, a pledge of shares of stock of the corporation.

ARTICLE XIII
PROTECTION OF CORPORATE INTERESTS

The corporation shall take reasonable precautions as determined by its Directors to protect the proprietary nature of all corporate information, to require employees to execute appropriate non-competition agreements and to require employees to execute indemnification agreements for corporate losses arising from the infringement of the property rights of third parties.

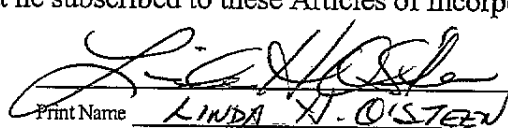
IN WITNESS WHEREOF, the Incorporator has set his hand and seal to these Articles on the 27th day of September, 1999.



H. Louis Hill, Jr., M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me on this 27th day of September, 1999, by H. Louis Hill, Jr., M.D., who (☒) is personally known to me or (☐) produced _____ as identification, and who did not take an oath, to me known to be the person described as a subscriber in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.



Print Name LINDA H. O'STEEN

Notary Public

My Commission expires:



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: **L & C INVESTMENTS II, INC.**
2. The name and address of the registered agent and office is:

H. Louis Hill, Jr., M.D.

(NAME)

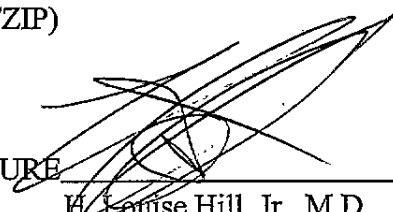
1704 Riggins Road

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308

(CITY/STATE/ZIP)

SIGNATURE


H. Louise Hill, Jr., M.D.

Incorporator

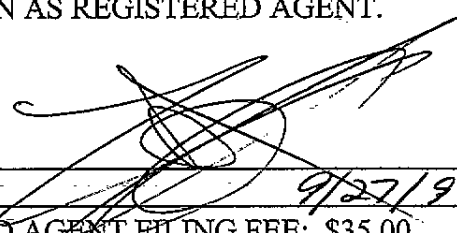
DATE

9/27/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE

DATE


9/27/99

REGISTERED AGENT FILING FEE: \$35.00

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TALLAHASSEE, FLORIDA

FILED