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CORPORATE  
ACCESS,  
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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**ARTICLES OF INCORPORATION  
OF  
SPALDING & WALKER EYECARE, P.A.**

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**ARTICLE I  
NAME AND DURATION**

The name of the Professional Service Corporation ("Corporation") is SPALDING & WALKER EYECARE, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles of Incorporation ("Articles") are filed by the Secretary of State.

**ARTICLE II  
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 3333 University Boulevard, Orlando, Florida 32819.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the registered office in the State of Florida is 1400 West Fairbanks Avenue, Suite 204 in the City of Winter Park, County of Orange. The name of the registered agent at such address is Charles R. Harrison, Esquire.

**ARTICLE IV  
CORPORATE PURPOSES, POWERS AND RIGHTS**

This Corporation is organized for the following purposes:

- a. To engage in the practice of optometry as a professional service corporation;
- b. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional optometry services;
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these Articles; and

d. The Corporation shall have all of the general and specific powers and rights granted to and conferred on a Professional Service Corporation by Florida law including the Florida Professional Service Corporation and Limited Liability Company Act.

The purposes of this Corporation shall be carried out only through officers, employees and agents, each of whom is licensed or otherwise legally qualified to render professional optometry services in the State of Florida.

## **ARTICLE V CAPITAL STOCK**

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") at \$0.01 par value per share.

Shares of the Corporation's stock and certificates shall be issued only to optometrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional optometry services as this Corporation.

## **ARTICLE VI INCORPORATOR**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Harrison	1400 West Fairbanks Avenue, Suite 204 Winter Park, Florida 32789

## **ARTICLE VII BOARD OF DIRECTORS**

The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

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.

The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
John M. Spalding, O.D.	1709 Palm Beach Drive Apopka, Florida 32712
Erica J. Walker, O.D.	812 Finch Court Longwood, Florida 32750

#### **ARTICLE VIII AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

#### **ARTICLE IX BYLAWS**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 Board of Directors.

#### **ARTICLE X INDEMNIFICATION**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### **ARTICLE XI TRANSFER OF SHARES**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a Professional Service Corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.


DATED at Winter Park, Orange County, Florida, this 29<sup>th</sup> day of November, 1999.

Charles R. Harrison  
Charles R. Harrison, Esquire

STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF ORANGE    )

SUBSCRIBED and SWORN to before me this 29<sup>th</sup> day of November, 1999 by Charles R. Harrison, Esquire, the incorporator of SPALDING & WALKER EYECARE, P.A., a Florida Professional Service Corporation, who (check one): ☒ is personally known to me; ☐ has produced a valid driver's license # \_\_\_\_\_ or ☐ has produced other identification, to-wit: \_\_\_\_\_.

Betty Ann Cheek  
Notary Public - State of Florida

 Betty Ann Cheek  
My Commission CC678235  
Expires September 01, 2001

## REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, the following is submitted in compliance with said statute:

That SPALDING & WALKER EYECARE, P.A., desiring to organize under the laws of the State of Florida, with its principal office at 3333 University Boulevard, Orlando, Florida 32819, all as indicated in the Articles of Incorporation, has named Charles R. Harrison, Esquire, located at 1400 West Fairbanks Avenue., Suite 204, Winter Park, Florida 32789, as its registered agent to accept service of process and perform other duties as are required in the State.

### ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Professional Service Association, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and state I am familiar with Section 607.0501 of the Florida Statutes.

  
Charles R. Harrison, Esquire

DATED: November 29<sup>th</sup>, 1999.

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SEC. CLERK OF STATE  
TALLAHASSEE, FLORIDA