

S25135

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

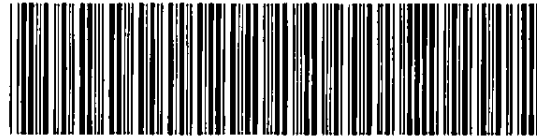
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200444533382

ARTICLES OF INCORPORATION
OF

NORTHWEST FLORIDA EYE ASSOCIATES, P.A.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of becoming a public service corporation under the laws of the state of Florida.

ARTICLE I

The name of this corporation shall be Northwest Florida Eye Associates, P.A.

ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

The general nature of the business to be transacted by this corporation is:

(a) To engage only in every aspect and phase of the business of rendering professional medical services to the general public and do all things in connection therewith that are customarily done by licensed physicians under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes, provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation should be no greater in any aspect than that

FILED
1963 DEC 27 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of a shareholder-employee of a corporation organized under Chapter 607, Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under Chapter 621, Florida Statutes, may now or hereafter lawfully do.

ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

If any share holder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE VI

The street address of the initial principle office of this corporation is 6160 North Davis Highway, Pensacola, Florida, 32504, and the name of the initial registered agent of the Corporation is Gary B. Leuchtnan, whose registered agent address is 3 West Garden Street, 600 Blount Building Pensacola, Florida 32501.

ARTICLE VII

This Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but the number of directors of the corporation shall not be less than two nor more than nine. The names and addresses of the initial directors of this Corporation are:

William A. Hinson	6160 North Davis Highway Pensacola, Florida 32504
Edward J. Galbavy	6160 North Davis Highway Pensacola, Florida 32504
Robert C. Harbour	6160 North Davis Highway Pensacola, Florida 32504

The name and address of the incorporator of this Corporation is:

William A. Hinson	6160 North Davis Highway Pensacola, Florida
-------------------	--

ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE IX

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE X

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes of the same principle among any number of such candidates.

ARTICLE XI

Special meeting of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than ten percent (10.0%) of the shares then outstanding.

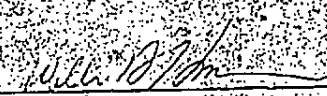
ARTICLE XII

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIII

This corporation shall have all of the corporate powers enumerated in Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of December, 1990.


William A. Hinson

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber, a notary public in and for said state and county, personally appeared William A. Minson, known to me, and known to me to be the individual described by said name in and who executed the foregoing Articles of Incorporation of Northwest Florida Eye Associates, P.A., and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

Dec 12 GIVEN under my hand and official seal this 12th day of December, 1990.

NOTARY PUBLIC

My Commission Expires: July 6, 1991

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034, Florida Statutes, the following is submitted: That Northwest Florida Eye Associates, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6160 North Davis Highway, Pensacola, Florida 32504, has named Gary B. Leuchtman, a resident of Escambia County, Florida, whose residential address is 3 West Garden Street, 600 Biscuit Building, Pensacola, FL 32501, as its agent to accept service of process within Florida.

NORTHWEST FLORIDA EYE
ASSOCIATES, P.A.

By: William A. Minson
WILLIAM A. HINSON

ACCEPTANCE:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Gary B. Leuchtman
GARY LEUCHTMAN

ARTICLES OF SHARE EXCHANGE

FILED

31 JAN -8 AM 9:43

These Articles of Share Exchange are intended to comply with the requirements of a "share exchange" as set forth in Chapter 607 of the Florida Statutes, and comply with the requirements of a reorganization described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and shall be construed accordingly.

WITNESSETH:

(1) The "plan of share exchange" is as follows:

- (A) The acquiring corporation is Northwest Florida Eye Associates, P.A., a Florida professional corporation. The three corporations the shares of which are being acquired are Edward J. Galbavy, M.D., Ph.D., P.A., a Florida professional corporation; Robert C. Harbour, M.D., P.A., a Florida professional corporation; and William A. Hinson, M.D., P.A., a Florida professional corporation. Each of these three corporations the shares of which are being acquired has only one shareholder.
- (B) The terms and conditions of the exchange are that all outstanding shares of Edward J. Galbavy, M.D., Ph.D., P.A.; Robert C. Harbour, M.D., P.A.; and William A. Hinson, M.D., P.A., are being acquired by Northwest Florida Eye Associates, P.A., and Northwest Florida Eye Associates, P.A., is issuing one hundred shares of its common stock to the shareholder of Edward J. Galbavy, M.D., Ph.D., P.A.; one hundred shares of its common stock to the shareholder of Robert C. Harbour, M.D., P.A.; and one hundred shares of its common stock to the shareholder of William A. Hinson, M.D., P.A. The other terms and conditions of the exchange are those that result from a share exchange pursuant to Section 607.1106 of the Florida Statutes, and otherwise result from applicable law.
- (C) The manner and basis of exchanging the shares to be acquired for shares, and exchanging rights to acquire shares, is that all outstanding shares of the three aforesaid corporations the shares of which are being acquired, will be exchanged for shares of the aforesaid acquiring corporation, on the basis that one hundred shares of the acquiring corporation will be exchanged for all outstanding shares of a corporation the shares of which are being

acquired. The three individuals receiving shares of the acquiring corporation will have equal rights to acquire additional shares of the acquiring corporation.

(2) The effective date of this share exchange shall be the date on which these Articles of Share Exchange are filed with the Florida Department of State.

(3) All shareholders of all corporations that are parties to this share exchange have approved this share exchange.

(4) The date of adoption of the plan of share exchange by the shareholders and the board of directors of Edward J. Galbavy, M.D., Ph.D., P.A., was December 18th, 1990; the date of adoption of the plan of share exchange by the shareholders and the board of directors of Robert C. Harbour, M.D., P.A., was December 18th, 1990; the date of adoption of the plan of share exchange by the shareholders and the board of directors of William A. Hinson, M.D., P.A., was December 18th, 1990; and the date of adoption of the plan of share exchange by the shareholders and the board of directors of Northwest Florida Eye Associates, P.A., was December 18th, 1990.

WHEREFOR, the parties hereto, being duly authorized, have hereunder executed these Articles of Share Exchange on this 3rd day of January, 1991.

NORTHWEST FLORIDA EYE
ASSOCIATES, P.A.

BY: Robert C. Harbour, President

Attest:

Edward J. Galbavy
Secretary

EDWARD J. GALBAVY, M.D., PH.D.,
P.A.

BY: Edward J. Galbavy
Edward J. Galbavy, M.D.,
Ph.D., President

Attest:

Judith Anne Galbavy
Judith Anne Galbavy,
Secretary

ROBERT C. HARBOUR, M.D., P.A.

BY: [Signature]
Robert C. Harbour, M.D.,
President

Attest:

[Signature]
Robert C. Harbour, M.D.,
Secretary

WILLIAM A. HINSON, M.D., P.A.

BY: [Signature]
William A. Hinson, M.D.,
President

Attest:

[Signature]
William A. Hinson, M.D.,
Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

On this 3rd day of January, 1991, William A. Hinson
known to me and known to me to be the President of Northwest
Florida Eye Associates, P.A., a Florida professional corporation,
acknowledged before me that he executed the above document as
President of said corporation.

[Signature]
Notary Public
State of Florida
My Commission Expires: 3-19-94

STATE OF FLORIDA
COUNTY OF ESCAMBIA

On this 3rd day of January, 1991, Edward J. Galbavy
M.D., Ph.D., known to me and known to me to be the President of
Edward J. Galbavy, M.D., Ph.D., P.A., a Florida professional
corporation, acknowledged before me that he executed the above
document as President of said corporation.

[Signature]
Notary Public
State of Florida
My Commission Expires: 3-19-94

STATE OF FLORIDA
COUNTY OF ESCAMBIA

On this 3rd day of January, 1991, Robert C. Harbour,
M.D., known to me and known to me to be the President of Robert C.
Harbour, M.D., P.A., a Florida professional corporation,
acknowledged before me that he executed the above document as
President of said corporation.

Mary E. Davis
Notary Public
State of Florida
My Commission Expires: 3-19-94

STATE OF FLORIDA
COUNTY OF ESCAMBIA

On this 3rd day of January, 1991, William A. Hinson,
M.D., known to me and known to me to be the President of William A.
Hinson, M.D., P.A., a Florida professional corporation,
acknowledged before me that he executed the above document as
President of said corporation.

Mary E. Davis
Notary Public
State of Florida
My Commission Expires: 3-19-94

FILED
96 OCT -9 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

NORTHWEST FLORIDA EYE ASSOCIATES, P.A.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

We, the president and secretary of Northwest Florida Eye Associates, P.A., a corporation organized under the laws of the state of Florida (the "Corporation"), do hereby make and attest these articles of amendment, and certify as follows:

1. The name of the corporation is Northwest Florida Eye Associates, P.A.

2. The following amendment has been adopted in accordance with the requirements set forth in Chapters 607 and 621 of the Florida Statutes:

(A) Article II is restated and amended to read as follows:

ARTICLE II

The name of the Corporation shall be Center for Sight of Northwest Florida, P.A.

3. The date of the adoption of this amendment is September 1, 1996.

4. The foregoing amendment was approved by the Board of Directors of the Corporation at a special meeting of the Board of Directors duly held for such purpose on September 1, 1996 and by the Shareholders of the Corporation at a special meeting of the Shareholders duly held for such purpose on September 1, 1996.

IN WITNESS WHEREOF, we have made and executed these articles of amendment, this 1 day of September, 1996, at Pensacola, Escambia County, Florida.

NORTHWEST FLORIDA EYE ASSOCIATES, P.A.

By: William A. Hinson
Its: President

By: Edward J. Galbavy
Its: Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber, duly commissioned, qualified and acting as Notary Public, in and for said State and County, personally appeared William A. Hinson, M.D. as President of Northwest Florida Eye Associates, P.A., known to me to be the individual described by that name and who executed the instrument for the uses and purposes therein stated.

Given under my hand and official seal this 1 day of September, 1996.



PERIAN R. HARRIS
My Commission CC532014
Expires Feb. 12, 2000

Notary Public, State of Florida
My Commission Expires: 2/12/2000

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber, duly commissioned, qualified and acting as Notary Public, in and for said State and County, personally appeared Edward J. Galbavy, M.D., Ph.D. as Secretary of Northwest Florida Eye Associates, P.A., known to me to be the individual described by that name and who executed the instrument for the uses and purposes therein stated.

Given under my hand and official seal this 1 day of September, 1996.

(SEAL)

Perian R. Harris
Notary Public, State of Florida
My Commission Expires: 2/12/2000