

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Specialists in Veterinary Medicine, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is 11/09/2012 and the period of its duration is Perpetual Existence

- 5. The address of its principal office is 8145 E. Indian Bend Road, Scottsdale, AZ 85250

- 6. The address of its proposed registered office in Rhode Island is 107 Danielson Pike (Street Address, not P.O. Box)

Scituate, RI 02857 and the name of its proposed registered agent in Rhode Island at that address is Paracorp Incorporated

(City/Town) (Zip Code) (Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Holding Company

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with columns: Name, Address. Rows include Paul M. Barrett, Reuben E. Merideth, Randall Scagliotti, Julius Brinkis, Nicole Maclaren.

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CORPORATIONS DIV
STATE

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Paul M. Barrett	8145 E. Indian Bend Road, Scottsdale, AZ 85250
Vice President		
Treasurer	Randall Scagliotti	8145 E. Indian Bend Road, Scottsdale, AZ 85250
Secretary	Reuben E. Merideth	8145 E. Indian Bend Road, Scottsdale, AZ 85250

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,000	Common		No Par Value

10. (a) \$ 2,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 100,000 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 5 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. {divide (b) by (a) and multiply by 100 to obtain the percentage}

11. (a) \$ 30,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ 1,200,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) 4 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. {divide (b) by (a) and multiply by 100 to obtain the percentage}

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing 01/01/2013.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12-6-12



Signature of Authorized Officer of the Corporation

Paul M. Barrett

Type or Print Name of Authorized Officer

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECIALISTS IN VETERINARY MEDICINE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF NOVEMBER, A.D. 2012.

5239621 8300

121219432

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9983478

DATE: 11-13-12

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

- **First:** The name of this Corporation is Specialists in Veterinary Medicine, Inc.
- **Second:** Its registered office in the State of Delaware is to be located 2140 S. Dupont Highway, in the City of Camden, Kent County, Delaware 19934. The registered agent in charge thereof is Paracorp Incorporated.
- **Third:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- **Fourth:** The amount of the total authorized capital stock of this corporation is 1,000 shares, no par value.
- **Fifth:** The name and mailing address of the incorporator are as follows: Susan Perkins, 8145 E. Indian Bend Road Scottsdale, AZ 85250.
- **Sixth:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
- **Seventh:** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.
- **I, the Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 6th day of November, 2012.


Susan Perkins, Incorporator

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SPECIALISTS IN VETERINARY MEDICINE, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2012, AT 10:27 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5239621 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9974921

DATE: 11-09-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:38 AM 11/16/2012
FILED 09:10 AM 11/16/2012
SRV 121235537 - 5239621 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SPECIALISTS IN VETERINARY MEDICINE, INC.**

Specialists in Veterinary Medicine, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State on November 9, 2012 (the "Certificate of Incorporation").
2. Article Fourth of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

The amount of the total authorized capital stock of this corporation is 10,000 shares, no par value.
3. This amendment was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.
4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned certifies that the Corporation has not received any payment for any of its stock, and has executed this Certificate of Amendment as of this 15th day of November, 2012.

By:


Name: Susan Perkins

Title: Sole Incorporator

Delaware

PAGE 1

The First State

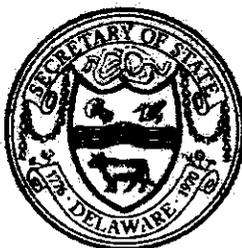
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SPECIALISTS IN VETERINARY MEDICINE, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2012, AT 10:27 O'CLOCK A.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9974921

DATE: 11-09-12



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

