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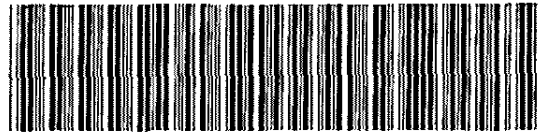
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04 MAY 10 PM 2:22
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A LIMITED LIABILITY PARTNERSHIP
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IN REPLY PLEASE
REFER TO FILE

May 6, 2004

04305/P

DEPARTMENT OF STATE
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Pedo Gators, Inc.

Dear Sir/Madam:

ENCLOSURES:

1. Original and one copy of Articles of Incorporation;
2. Transmittal Form;
3. Langdale & Valotton, LLP Check No. 7297 dated May 6, 2004, made payable to Department of State in the sum of \$70.00; and
4. Stamped, self-addressed return envelope.

The enclosed documents are herewith forwarded to you in connection with the above-referenced matter.

If these documents meet with your approval, please process them and forward return a copy to our office with your certificate.

If these enclosures do not meet with your approval or if anything further is needed, please do not hesitate to give me a call.

Very truly yours,

LANGDALE & VALLOTTON, LLP


Paul J. Alvarado

PJA/jj
Enclosures

ARTICLES OF INCORPORATION OF
PEDO GATORS, INC.

Notice is hereby given that the undersigned incorporator, being of full age, having associated himself for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 617, Florida Statutes and does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I- NAME

The Name of the Corporation, is PEDO GATORS, INC..

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
University of Florida College of Dentistry, Department of Pediatric Dentistry, P.O. Box
100426, Gainesville, Florida 32610-0426.

ARTICLE III- CORPORATE PURPOSE

The object and purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for charitable, religious or educational purpose.

The purpose shall include, but not be limited to, the advancement of pediatric dental education and research in coordination with the University of Florida Department of Pediatric Dentistry and to help maintain high standards of treatment within the University and the private sector.

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ARTICLE IV-MEMBERSHIP

Section 1: Eligibility: Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the Bylaws of the Corporation.

Section 2: Application for Membership: Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 3: Termination of membership: Membership may be terminated by expulsion for a just cause or by resignation with thirty days prior written notice to the Board of Directors.

ARTICLE V- DURATION

The corporation shall have perpetual existence.

ARTICLE VI-MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three and not more than four (4) persons. Directors shall be elected or removed in accordance with the procedure provided in the By-Laws.

Section 2. The officers of the Corporation shall be a President, a Vice-President and a Secretary/Treasurer. These officers shall be elected and shall hold office in the manner provided in the By-laws of the Corporation.

ARTICLE VII-INITIAL OFFICERS AND DIRECTORS

The names and residence address of the officers and the directors which are to manage all of the affairs of the Corporation until the first annual meeting are:

President: Timothy Glomb
810 Commed Blvd. #6
Orange City, Florida 32763

Vice-President: Caryn Alvarado
3227 N. Oak Street Extension
Valdosta, Georgia 31605

Secretary/Treasurer: Daniel Barnes
1126 Pelican Bay Drive
Daytona Beach, Florida 32119

Executive-Director Robert Primosch
University of Florida College of Dentistry
Department of Pediatric Dentistry
P.O. Box 100426
Gainesville, Florida 32610-0426

ARTICLE VIII - BY-LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The By-Laws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the By-Laws change, has been furnished in writing to each voting members of the Corporation at least ten days prior to the meeting at which such alteration to the By-Laws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall

include the text of the change of Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

ARTICLE IX- GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE X- INCORPORATOR

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

Timothy Glomb, 810 Commed Blvd. #6, Orange City, Florida 32763.

ARTICLE XI- REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at 810 Commed Blvd. #6, Orange City, Florida 32763 and hereby designates and appoints Timothy Glomb as the Registered Agent of the Corporation, to accept services of process within this State, to serve in such capacity until his successor is selected and duly designated.

ARTICLE XII- INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth on the Florida General Corporation Act.

ARTICLE XIII- PROHIBITED ACTIVITIES

The Corporation shall not:

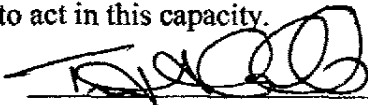
1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV- DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal

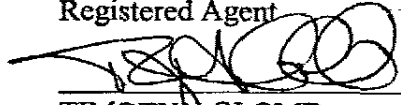
Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal government or to a state or local government for exclusive public purpose.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



TIMOTHY GLOMB
Registered Agent

5/3/04
Date



TIMOTHY GLOMB
Incorporator

5/3/04
Date

04 MAY 10 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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