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FLORIDA PROFIT/NON PROFIT CORPORATION

manatee dental society, inc.

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

MANATEE DENTAL SOCIETY, INC.
(A Florida "Not for Profit" Corporation)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a "Not for Profit" corporation under the laws of the State of Florida, pursuant to Chapter 617 of Florida Statutes, and hereby makes, adopts and files these Articles of Incorporation with the Florida Secretary of State and respectfully requests their approval.

ARTICLE I
NAME

The name of the Corporation shall be: MANATEE DENTAL SOCIETY, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal place of business address of the Corporation shall be:

1906 D 59th Street West
Bradenton, Florida 34209

The initial mailing address of the Corporation shall be:

P.O. Box 20747
Bradenton, Florida 34204

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ARTICLE III
DURATION

This Corporation shall have perpetual existence unless voluntarily or administratively dissolved according to the By-Laws of the Corporation, or by the laws of the State of Florida.

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ARTICLE IV
GEOGRAPHICAL AREA SERVED

The geographical area to be served by the Corporation shall be Manatee County, Florida and such other contiguous areas as may be properly included, but the Corporation may expand such area at any time to include other areas where identification with this Corporation will serve the public interest.

ARTICLE V
PURPOSE

A. General:

The general nature of the subjects and purposes of this Corporation shall be as follows:

The purpose of this "Not for Profit" Corporation shall be to encourage the improvement of the health of the public and to promote the art and science of dentistry and to promote professional fellowship among the Members of this Corporation.

B. Restrictions:

Notwithstanding any other provision in these Articles of Incorporation, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any Member, officer, trustee or director of the Corporation in exchange for services actually rendered to, or for the benefit of, the Corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary or educational purpose and in furtherance of the objects and purposes of the Corporation.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) or (c)(6) of the Internal Revenue Code of 1954, as amended; and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consist of attempting to influence legislation by propaganda or otherwise or which participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE VI
MEMBERSHIP

A. Eligibility and Powers:

Any person, including all individuals or organizations, shall be eligible for regular Membership in the Corporation, subject to his, her or its approval by the Board of Directors of the Corporation. An organization shall have one individual designated as its representative for the purpose of voting and other representation. Members shall be personally oriented toward assisting the Corporation in furtherance of its stated purposes. All such Members shall have like powers with respect to voting, eligibility for services as an officer or to duties relating to the activities conducted by the Corporation. The Board of Directors of the Corporation shall have the power to create separate special classes of Membership for the purpose of setting Membership fees or dues and to insure such representation as the Board of Directors finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be specifically designated by the Board of Directors.

B. Approval for Membership:

All Members of the Corporation shall be approved for one year terms of Membership by the Board of Directors, such term to commence on September 1st of each year, and to continue automatically from year to year upon satisfaction of all Membership requirements by said Member in accordance with the By-Laws of the Corporation, and subject to Paragraph C of this Article VI.

C. Termination of Membership:

1. Resignation: Any Member may resign from Membership in the Corporation at any time by written resignation delivered or mailed to the Secretary of the Corporation, which resignation shall be effective upon receipt thereof. A Member's death shall automatically be treated as his or her resignation.

2. By Board of Directors' Action: Membership may be terminated by two-thirds (2/3) majority vote of the Board of Directors, but only after giving the subject Member a right to learn of the cause of such proposed termination and to be heard at a Board of Directors meeting held for such purpose on written notice delivered or mailed to the Member at least fifteen (15) days before such meeting, and only then upon a determination, the result of which is entered into the minutes of the meeting specifically finding that continuation of the Membership in question would be detrimental to the best interests of the Corporation. Such termination shall be effective upon the mailing of a written notice thereof to the Member whose Membership is so terminated.

D. Voting:

Each regular Member of the Corporation shall have one vote on any matter on which Members are granted a voting privilege under these Articles of Incorporation, the By-Laws of the Corporation, any applicable State Statutes or rule of law. The Members, at their annual meeting, in accordance with the By-Laws of the Corporation, shall elect a President, President-Elect, Secretary and Treasurer of the Corporation, and such other Officers as may be, in the opinion of the Board of Directors, from time to time, necessary to adequately administer the affairs of the Corporation, such Officers to hold office at the pleasure of the Board of Directors or until their successors are duly elected and qualified. There shall be no cumulative voting for electing or appointing Directors, Officers or on any other matter.

ARTICLE VII
INITIAL OFFICERS AND DIRECTORS

The Corporation shall initially have five (5) Directors. The number of Directors may be increased or decreased from time to time pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The manner in which the Directors are elected or appointed shall be in accordance with the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Officers of the Corporation shall be elected or appointed in accordance with the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The names and addresses of the initial Directors and Officers shall be:

<u>Name and Address</u>	<u>Title</u>
José M. Goldberg, D.D.S. 6302 Manatee Avenue West, Suite A Bradenton, Florida 34209	President, Director
Joseph Lowe, D.M.D. 818 40 th Street West Bradenton, Florida 34205	Treasurer, Director
Charles C. Tomeo, D.M.D. 1906 D 59 th Street West Bradenton, Florida 34209	Secretary, Director
J. Robert Hynton, D.M.D. 2225 59 th Street West, Suite A Bradenton, Florida 34209	President-Elect, Director

Stephen Peirce, D.D.S.
6012 26th Street West
Bradenton, Florida 34207 ..

Director

ARTICLE VIII
MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) or more than eleven (11) individuals, a majority of which shall always consist of representatives of the non-public sector of Florida's economy, the precise number to be fixed by the Board of Directors of the Corporation from time to time. Such Directors shall be elected for one (1) year terms by the Members at annual meetings to be held as scheduled by the Board of Directors in the first quarter of the calendar year of each year in the manner prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. A Director shall not be elected to more than two (2) full consecutive terms in office unless during such later consecutive term he is acting as an officer. Officers may be Directors. The Officers of the Corporation shall have such duties as may be specified by the Board of Directors or the By-Laws of the Corporation. Vacancies occurring on the Board of Directors and among the Officers shall be filled in the manner prescribed by the By-Laws of the Corporation.

ARTICLE IX
INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Corporation is:

Charles C. Tomco, D.M.D.
1906 D 59th Street West
Bradenton, Florida 34209

ARTICLE X
INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Scott M. Goldberg, Esq.
6996 Piazza Grande Avenue, Suite 309
Orlando, Florida 32835

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, in the manner set out and provided for pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE XII
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation in accordance with the provisions of the Florida Not For Profit Corporation Act.

The undersigned incorporator of this Corporation has executed these Articles of Incorporation on this the 14th day of April, 2008.


Scott M. Goldberg, Esq.
INCORPORATOR

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MANATEE DENTAL SOCIETY, INC.

(A Florida "Not for Profit" Corporation)

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Chapter 617, Florida Statutes, the Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent in the State of Florida.

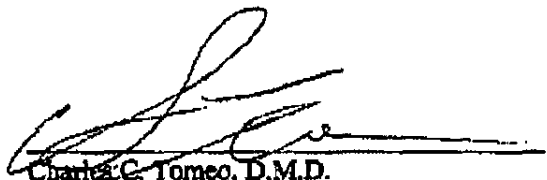
1. The name of the Corporation is:

Manatee Dental Society, Inc.

2. The name and address of the initial registered agent and office is:

Charles Tomeo, D.M.D.
1906 D 59th Street West
Bradenton, Florida 34209

HAVING BEEN NAMED AS REGISTERED AGENT 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.



Charles C. Tomeo, D.M.D.
REGISTERED AGENT

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