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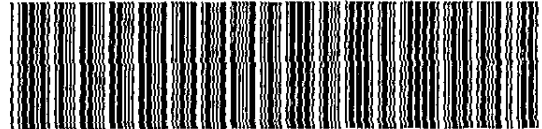
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ROBERT A. KIMBROUGH
KRAIG H. KOACH

March 1, 2004

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Janet Alberti-Bailey, D.D.S., P.A.

Ladies and Gentlemen:

Please accept for filing as a Florida corporation the enclosed Articles of Incorporation of Janet Alberti-Bailey, D.D.S., P.A.

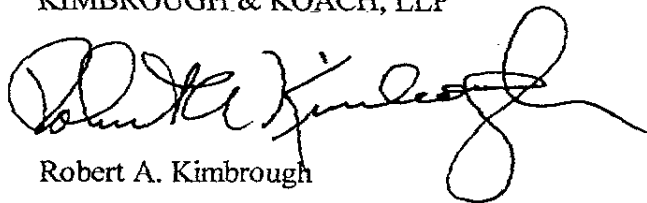
My check in the amount of \$78.75 is enclosed herewith representing \$35.00 filing fee, \$8.75 certified copy of Articles of Incorporation and \$35.00 for designation of resident agent.

We request preparation and transmittal to me of a certified copy of the Articles of Incorporation and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,

KIMBROUGH & KOACH, LLP



Robert A. Kimbrough

RAK/cp

Enclosures

ARTICLES OF INCORPORATION
OF
JANET ALBERTI-BAILEY, D.D.S., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of dentistry in the State of Florida, hereby intends to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is: JANET ALBERTI-BAILEY, D.D.S., P.A.

ARTICLE II. NATURE OF BUSINESS

This corporation is organized for the following purposes:

- a. To engage in the practice of dentistry as a professional corporation and to own and operate a dental office for the purposes of providing dental and orthodontic care and treatment.
- b. To treat, prescribe, diagnose, or operate for any disease, pain, injury, deficiency, deformity or physical condition of human teeth, gums, jaws, and adjacent tissues.
- c. To supply, repair, or construct orthodontic or various appliances used for the correction of malocclusion or deformities of other structures.

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 dental or orthodontic services in the State of Florida.

ARTICLE THREE. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000.00) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of the corporation may include in agreements among themselves the following as valid matters of agreement.

1. Any limitation upon the transferability or assignment of the stock;

2. The conferring of pre-emptive rights of purchase upon stockholders of the corporation as conditions precedent to the sale or transfer of any issued stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is greater than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office, the mailing address of the corporation and the street address of the initial registered office of the corporation is 2124 Gulf Gate Drive, Sarasota, Florida 34231 and the name of its initial registered agent at such address is JANET ALBERTI-BAILEY. In addition, the corporation may establish branch offices at other locations either within or out of this state.

ARTICLE VII. DIRECTORS

This corporation shall not have directors initially and shall not have directors until such future time, as the stockholders shall by proper resolution create a Board of Directors of not less than three or more than seven members.

ARTICLE VIII. SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JANET ALBERTI-BAILEY	7803 Mathern Court Bradenton, FL 34202

ARTICLE IX. MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation unless and until a Board of Directors is formed as provided pursuant to law.

If this corporation enters into contracts or transacts business with one or more of its officers, or with any firm of which one or more of its officers are members, or with any other corporation or association of which one or more of its officers are shareholders or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer or officers have or may have interests therein which are or might be adverse to the interests of this corporation, provided such contract or transaction is entered into in good faith and in the usual course of business.

ARTICLE X. CAPITAL STRUCTURE

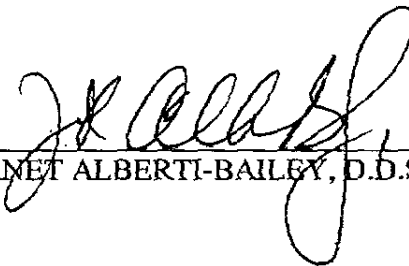
The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) stockholders.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by stockholders owning not less than two-thirds ($2/3^{\text{rds}}$) of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of stockholders owning two-thirds ($2/3^{\text{rds}}$) of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

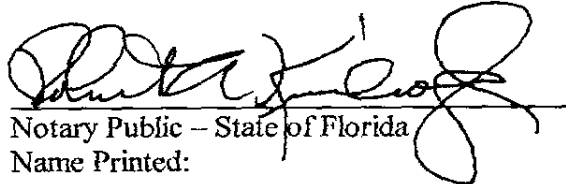

JANET ALBERTI-BAILEY, D.D.S.

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared JANET

ALBERTI-BAILEY, D.D.S, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 12th day of March, 2004.


Notary Public – State of Florida
Name Printed:
My Commission Expires:

Personally Known _____ OR Produced Identification Yes
Type of Identification Produced FL Drivers License

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of FS § 607.0501 or FS § 617.0501, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

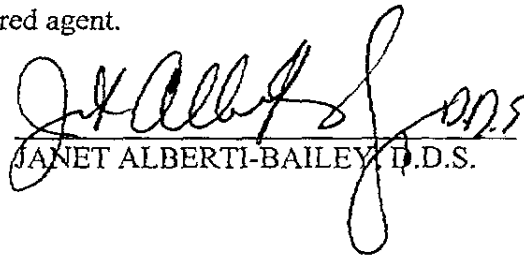
1. The name of the corporation is JANET ALBERTI-BAILEY, D.D.S., P.A.
2. The name and address of the registered agent and office is:

JANET ALBERTI-BAILEY, D.D.S.

2124 Gulf Gate Drive

Sarasota, Florida 34231

Having been named as registered agent and 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.


JANET ALBERTI-BAILEY, D.D.S.