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Sunstate Research

Requestor's Name

Address

City/State/Zip

Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Brian P Baker D.M.D. P.A.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

97 JUL 25 PM 1:15

Walk in

Pick up time

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

97 JUL 25 AM 10:07
DIVISION OF CORPORATION

Examiner's Initials

7/25/97

EFFECTIVE DATE

8/1/97

FILED

97 JUL 25 AM 11:16

ARTICLES OF INCORPORATION
OF
BRIAN P. BAKER, D.M.D., P.A.

STATE OF FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name

The name of this corporation is Brian P. Baker, D.M.D., P.A. and its address is 1625 S. Washington Avenue, Titusville, FL 32780.

ARTICLE II

Purpose

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist, duly licensed under the laws of the State of Florida, is authorized to render, but 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 therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional dental services within the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with

the authority to exercise the voting power of any or all of his stock.

- (c) To invest the funds of the corporation in real estate, mortgages, stock, 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 attaining 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 purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.
- (e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III

Stock

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time is One Thousand (1,000) Shares of Common Stock having a par value of 1 cent (\$.01) per share.

ARTICLE IV

Existence

The corporation shall have perpetual existence commencing on August 1, 1997.

ARTICLE V

Initial Registered Office and Agent

The name of the initial registered agent of the corporation is Corporation Company of Miami and the street address of the initial registered office of the corporation is 201 S. Biscayne Boulevard, #1500, Miami, Florida 33131.

ARTICLE VI

Stock Transferability

No Shareholder of the corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a Shareholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VII

Stock Ownership

The Board of Directors shall require any Officer, Shareholder, agent, or employee of the corporation, who has been

rendering professional dental services to the public and who becomes legally disqualified to render such professional dental services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional dental services, to sever all employment with, and financial interest in, the corporation forthwith.

ARTICLE VIII

Directors

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE IX

Initial Directors

The name and street address of each of the first members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Brian P. Baker, D.M.D.	1625 S. Washington Avenue Titusville, FL 32780

The aforesaid Directors shall hold their respective offices until the first Annual Meeting of the Shareholders or until their successors are elected and have qualified.

ARTICLE X

Incorporator

The name of the person signing these Articles is Christopher W. Boyett, Esq. and his street address is 201 South Biscayne Boulevard, #1500, Miami, FL 33131.

ARTICLE XI

Bylaws

The Bylaws of the corporation may be created, amended or changed by the Shareholders or Directors at any regular or special meeting, duly held.

ARTICLE XII

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 24th day of July, 1997.



Christopher W. Boyett, Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 24th DAY OF July, 1997.

Corporation Company of Miami

By: Jill B. Zammias
Its: Assistant Secretary
Jill B. Zammias

MIA35 155250.1 - CLN

FILED
97 JUL 25 AM 11:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA