

# 604182



ACCOUNT NO. : 072100000032

REFERENCE : 552647 4326591

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 43.75

ORDER DATE : January 14, 2000

ORDER TIME : 12:38 PM

ORDER NO. : 552647-005

CUSTOMER NO: 4326591

CUSTOMER: E. Jackson Boggs, Esq  
Fowler White Gillen Boggs  
Suite 1700  
501 East Kennedy Boulevard  
Tampa, FL 33602

*Restated  
Articles &  
name  
change*

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 14 PM 5:00

FILED

DOMESTIC AMENDMENT FILING

100003100761--9

NAME: MARLIN D. WALKER, D.D.S., P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JAN 14 PM 1:55

RECEIVED

*DR*  
*1/14/00*

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00 JAN 14 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**MARLIN D. WALKER, D.D.S, P.A.**

WHEREAS, the Articles of Incorporation of MARLIN D. WALKER, D.D.S., P.A., were filed with and approved by the Secretary of State of Florida on the 1<sup>st</sup> day of March, 1973, effective March 1, 1973; and

WHEREAS, it is the intention of the Board of Directors and sole stockholder, comprising the only voting group of stockholders, of MARLIN D. WALKER, D.D.S., P.A., that the Articles of Incorporation of corporation be amended and restated in their entirety to convert the corporation to a general corporation as described in Chapter 607, Florida Statutes, rather than a professional service corporation as described in Chapter 621, Florida Statutes; and

WHEREAS, the proposed Restated Articles of Incorporation of MARLIN D. WALKER, D.D.S., P.A. amends original Articles I and II; adds new Article III; deletes subparagraphs (c), (d), and (e) of original Article III and rennumbers same to Article IV; deletes original Article IV; amends original Article V; deletes original Article VI; inserts new Article VI; deletes original Articles VIII, IX, X, XI; and rennumbers original Article XII to new Article IX.; and

WHEREAS, the proposed Restated Articles of Incorporation of MARLIN D. WALKER, D.D.S., P.A., hereinafter set forth was approved by the Board of Directors and sole stockholder, comprising the only voting group of stockholders, of MARLIN D. WALKER, D.D.S., P.A.,

pursuant to the provisions of Florida Statutes, Sections 607.0821, 607.0704, 607.1003, and 607.1007  
on the 23 day of December, 1999; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed restatement  
hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of MARLIN D. WALKER, D.D.S.,  
P.A., are hereby amended and restated by deleting in their entirety the present Articles of  
Incorporation and by substituting therefor the following, to wit:

#### "ARTICLE I

##### Name and Address

The name of this corporation shall be:

MARLIN D. WALKER, INC.

The address of this corporation shall be 1511 Seffner-Valrico Road, Seffner, Florida 33584, or such  
other address within the State of Florida as the Board of Directors may from time to time designate.

#### ARTICLE II

##### Purposes

The corporation may engage in the transaction of any or all lawful business for which  
corporations may be incorporated under the laws of the State of Florida.

### ARTICLE III

#### General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or director or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

## ARTICLE IV

### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor of services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the corporation's registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is E. Jackson Boggs. The corporation may change its registered office or its registered agent or both

by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## ARTICLE VII

### Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of the corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE IX

### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation."

IN WITNESS WHEREOF, this Restated Articles of Incorporation is hereby executed on behalf of MARLIN D. WALKER, D.D.S., P.A., by its President and Secretary this 3rd day of JANUARY, 2000.

MARLIN D. WALKER, D.D.S, P.A.

By: Dixie L. Walker  
Dixie L. Walker, President

By: Marlin D. Walker  
Marlin D. Walker, Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of JANUARY, 2000, by Dixie L. Walker and Marlin D. Walker, as President and Secretary, respectively, of MARLIN D. WALKER, D.D.S., P.A., a Florida corporation, on behalf of the corporation.

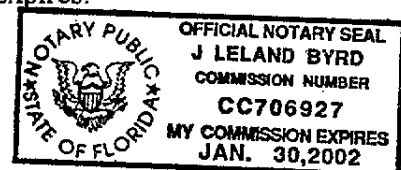
J. Leland Byrd  
Signature

Print name J. LELAND BYRD

Notary Public

My Commission Expires:

Serial Number:



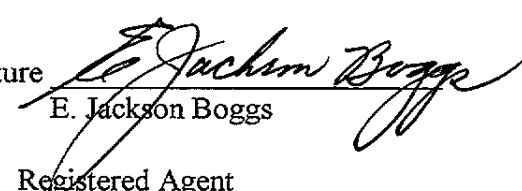


FILED  
00 JAN 14 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### CERTIFICATE OF ACCEPTANCE

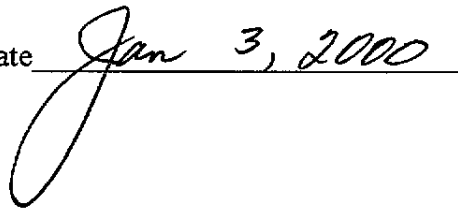
Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature

  
E. Jackson Boggs

Registered Agent

Date

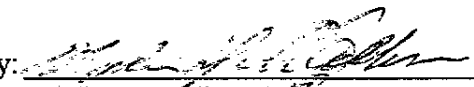
  
Jan 3, 2000

**CERTIFICATE PURSUANT TO SECTION 607.1007(4),  
FLORIDA STATUTES**

The undersigned does hereby certify that on this 3<sup>rd</sup> day of January, 2000, the attached Restated Articles of Incorporation of MARLIN D. WALKER, D.D.S., P.A. (The "Restatement") contains an amendment requiring approval by the stockholders of the corporation, and that the Board of Directors and the sole stockholder, comprising the only voting group of stockholders, of the corporation approved and adopted the Restated Articles of Incorporation by unanimous written consent dated December 23, 1999, as provided in Sections 607.0821 and 607.0704, Florida Statutes.

MARLIN D. WALKER, D.D.S., P.A.

By:   
Dixie L. Walker, President

By:   
Marlin D. Walker, Secretary