

W14 000003746

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 SEP -5 PM 2:35

W14 000003746
9-561

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Neodent USA, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Nicole Klays

Name of Person

Neodent USA, Inc.

Firm/Company

60 Minuteman Road

Address

Andover, MA 01810

City/State and Zip code

nicole.klays@straumann.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole Klays

Name of Person

at (978) 747-2518

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 3, 2014

NICOLE KLAYS
60 MINUTEMAN RD.
ANDOVER, MA 01810

SUBJECT: NEODENT USA, INC.
Ref. Number: W14000013575

We have received your document for NEODENT USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carol Mustain
Regulatory Specialist II

Letter Number: 914A00004595



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 6, 2014

NICOLE KLAYS
60 MINUTEMAN RD.
ANDOVER, MA 01810

SUBJECT: NEODENT USA, INC.
Ref. Number: W14000013575

We have received your document for NEODENT USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carol Mustain
Regulatory Specialist II

Letter Number: 914A00004595

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **Neodent USA, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Delaware**

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. **9/18/2013**

(Date of incorporation)

5.

perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **60 Minuteman Road, Andover, MA 01810**

(Principal office address)

60 Minuteman Road, Andover, MA 01810

(Current mailing address)

8. **to engage in any lawful act any lawful act or activity for which corporations may be organized**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

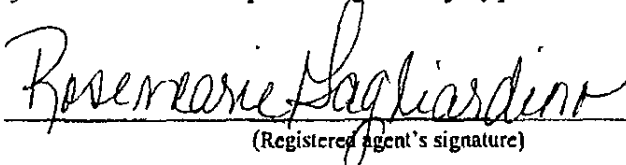
, Florida

32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

Rosemarie Gagliardino
Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
14 SEP -5 PM 2:35

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas Dressendorfer

Address: 60 Minuteman Road, Andover, MA 01810

Vice Chairman: Adam Daly

Address: 60 Minuteman Road, Andover, MA 01810

Director: Dr. Andreas Meier

Address: 60 Minuteman Road, Andover, MA 01810

Director: _____

Address: _____

B. OFFICERS

President: Anthony Susino

Address: 60 Minuteman Road, Andover, MA 01810

Vice President: _____

Address: _____

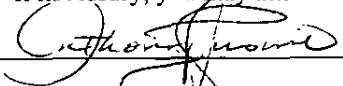
Secretary: Adam Daly

Address: 60 Minuteman Road, Andover, MA 01810

Treasurer: Karin Steinemann

Address: 60 Minuteman Road, Andover, MA 01810

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Anthony Susino, President

(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

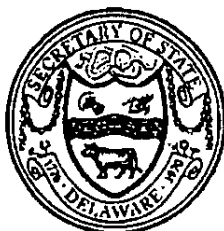
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEODENT USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 2014.

5401352 8300

141053049

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1607716

DATE: 08-08-14

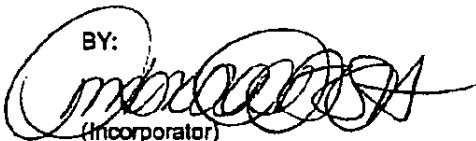
State of Delaware
Secretary of State
Division of Corporations
Delivered 05:33 PM 09/18/2013
FILED 05:33 PM 09/18/2013
SRV 131104629 - 5401352 FILE

STATE OF DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

1. The name of the corporation shall be Neodent USA, Inc.
2. Its registered office in the State of Delaware is located at 2711 Centerville Rd. # 400, City of Wilmington, County of New Castle, 19808-1645. The name of its registered agent at such address is Corporation Service Company.
3. The purpose or purposes of the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. The total number of shares and par value of stock which the corporation shall be authorized to issue is: a total of 100 shares of common stock with the par value of \$0.01 per share.
5. The powers, preferences and rights and the qualifications, limitations or restrictions thereof shall be determined by the Board of Directors.
6. The name and address of the incorporator is as follows: Ambrosia Walsh, 60 Minuteman Road, Andover, MA 01810.
7. The Board of Directors shall have the power to adopt, amend or repeal the by-laws of the corporation.
8. The corporation shall indemnify to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware as amended from time to time each person who is or was a director or officer of the corporation and the heirs, executors and administrators of such person.
9. No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Ninth shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.
10. The corporation elects not to be governed by Section 203 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this day 18th of September, 2013.

BY:



(Incorporator)

NAME: Ambrosia Walsh