

J26820

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TALLAHASSEE, FLORIDA

CRM
9-15-14

THE LAW OFFICE OF ROBERT P. HENDERSON
1619 Jackson Street • P.O. Box 1906
Fort Myers, Florida 33902
Telephone: (239) 332-3366 • Facsimile: (239) 332-7082

September 2, 2014

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

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14 SEP -8 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Orthodontics Exclusively, P.A.
FEI/EIN Number: 592712702

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment, along with payment for the fee of \$35.00.

Should you have any questions, please do not hesitate to contact

Sincerely,


Robert P. Henderson

RPH/jpf
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
ORTHODONTICS EXCLUSIVELY, P.A.**

PURSUANT TO the requirements of sections 607.1006, 607.0120 and 607.1003 Florida Statutes, and pursuant to unanimous vote by all Shareholders and Directors of ORTHODONTICS EXCLUSIVELY, P.A. the corporation hereby files its Amended Articles of Incorporation of ORTHODONTICS EXCLUSIVELY, P. A.

1. The name of the corporation is ORTHODONTICS EXCLUSIVELY, P.A.
2. The Articles of Incorporation were amended by the act of the Board of Directors and all Shareholders dated August 11, 2014.
3. The Amended Articles of Incorporation were unanimously approved by the vote of one hundred percent (100%) of the Shareholders of the corporation.
4. The number of votes cast for the Amendments by the Shareholder was sufficient for approval.
5. The Text of the Amended Articles of Incorporation of ORTHODONTICS EXCLUSIVELY, P.A. is as follows:

**AMENDED ARTICLES OF INCORPORATION
OF
ORTHODONTICS EXCLUSIVELY, P.A.**

The undersigned hereby amends the Articles of Incorporation of ORTHODONTICS EXCLUSIVELY, P.A., a corporation organized under the laws of the State of Florida, to read as follows:

ARTICLE I

The name of this corporation shall be ORTHODONTICS EXCLUSIVELY, P.A.

ARTICLE II

This corporation is to have perpetual existence. The existence of this corporation commenced upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which this corporation is organized to engage in the practice of Orthodontics and Dentistry and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

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ARTICLE IV

The corporation is authorized to issue one class of common stock of one thousand (1,000) Shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following pre-emptive rights shall apply to the benefit of all stockholders of this corporation:

- (A) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.
- (B) The purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (a) above to the remaining stockholders at the lesser amount.
- (C) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.
- (D) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

ARTICLE V

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

ARTICLE VI

The principal office of the corporation will be located at 7780 Cambridge Manor Place, Suite A, Fort Myers, Florida 33907. The Director or Directors of the Corporation may from time to time change the location of the principal office.

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TALLAHASSEE, FLORIDA

ARTICLE VII

The street address of the registered office of this corporation is 7780 Cambridge Manor Place, Suite A, Fort Myers, Florida 33907, and the name of the Registered Agent of this corporation is David R. Heald.

ARTICLE VIII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the director and officer of this corporation is:

NAME	TITLE	ADDRESS
David R. Heald	Director	7780 Cambridge Manor Place, Suite A Fort Myers, Florida 33907
David R. Heald	President, Secretary	7780 Cambridge Manor Place, Suite A Fort Myers, Florida 33907

ARTICLE IX

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

ARTICLE X

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the stockholders.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation of ORTHODONTICS EXCLUSIVELY, P.A. at Fort Myers, Florida this 11th day of August 2014.

Dated this 25 day of August 2014.

WITNESSETH:

Talia Liz
Print Name: Talia Liz

David R. Heald
David R. Heald, Director, President

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TALLAHASSEE

Carolyn L. Chamberlain
Print Name: Carolyn L. Chamberlain

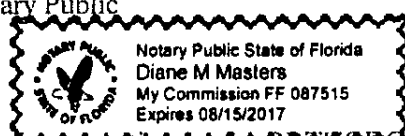
STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared David R. Heald, [] who produced _____ as identification or [X] who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Amended Articles of Incorporation of Orthodontics Exclusively, P.A., and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 21 day of August 2014.

(SEAL)

Diane M. Masters
Notary Public



6. The foregoing Amended Articles of Incorporation of ~~ORTHODONTICS~~
EXCLUSIVELY, P.A. were duly adopted by the Shareholders and Directors of the
corporation at the meeting of Shareholders and Directors dated April 11, 2014.

Dated this 25 day of August 2014.

WITNESSETH:

Carolyn L. Chamberlain
Print Name: Carolyn L. Chamberlain

David R. Heald
David R. Heald, President, Director

Talia Liz
Print Name: Talia Liz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared David R. Heald who produced _____ as identification or [☒] who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Amended Articles of Incorporation of Orthodontics Exclusively, P.A., and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 21 day of August 2014.

(SEAL)

Diane M. Masters

Notary Public

