

# 564353

Florida Department of State  
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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

ERIC L. TOWNSEND, D.D.S., P.A.

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ARTICLES OF AMENDMENT  
OF  
ERIC L. TOWNSEND, D.D.S., P.A.

ERIC L. TOWNSEND, D.D.S., P.A., a Florida corporation, under the hand of its President and Secretary, hereby certifies that:

The following amendment was adopted on 11/12, 2008, by the Board of Directors and by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (2007). The number of votes cast was sufficient for approval.

1. Article 1 of the Articles of Incorporation, as previously amended, are hereby amended to read as follows:

ARTICLE I  
NAME

The name of this corporation is **PONTE VEDRA COMPLETE DENTISTRY, P.A.**

2. The Articles of Incorporation, as previously amended, are hereby amended by deleting Article IV thereof in its entirety and restating it to provide as follows:

ARTICLE IV  
CAPITAL STOCK

Section 1. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

3. Upon the filing of this Articles of Amendment by the Department of State, the ~~above~~ referred to amendment shall become effective.

DATED this 17<sup>th</sup> day of November, 2008.



ERIC I. TOWNSEND President and Secretary