

20000351473

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JONATHAN SCOTT, DMD, MSD, LLC

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21 JAN -4 PM 7:05

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO ARTICLES OF ORGANIZATION 21 JAN -6 PM 7:07
OF
JONATHAN SCOTT, DMD, MSD, LLC
a Florida limited liability company**

The undersigned, as the Authorized Representative of JONATHAN SCOTT, DMD, MSD, LLC, does hereby certify that the amendment provided for herein was adopted by the sole member on the 31st day of December 2020.

1. Name of Limited Liability Company: JONATHAN SCOTT, DMD, MSD, LLC
2. Document Number: The Florida document number of this limited liability company is L20000351473.
3. Amendment and Restatement: This amendment and restatement is submitted to amend and restated the articles or organization for the purpose of forming a professional limited liability company in accordance with the laws of the State of Florida as follows:

**"ARTICLE I
Name**

The name of the Company shall be: JONATHAN SCOTT, DMD, MSD, PLLC

**ARTICLE II
Place of Business**

The principal place of business and mailing address of this Company shall be 5110 S. Lakeland Drive, Lakeland, Florida 33813, and such other place or places as may be designated by the manager from time to time.

**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be CHESTNUT BUSINESS SERVICES, LLC, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE IV
Business and Purpose**

The general nature of the business to be transacted by the Company, or the objects or purposes of the Company, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the practice of dentistry and the provision of related dentistry services, through licensed professionals employed

by it, and to employ such non-licensed personnel as may be appropriate to facilitate the provision of dental services;

(b) to contract with one or more parties to manage all or a portion of its dentistry practice;

(c) to invest in real estate, mortgages, stocks, bonds, any other type of investments, including but not limited to ownership interests in entities engaged in the provision of dental services;

(d) to own or lease real and personal property necessary for the rendering of the above professional services;

(e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

(f) in general, to have and exercise all powers conferred by the laws of Florida upon professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE V Members Must Be Licensed

(a) Persons who have interests in the capital of the Company are referred to herein as "Members." In accordance with the applicable provisions of Chapter 621, Florida Statutes, each Member of the Company must be a professional corporation, a professional limited liability company, or a natural person who is duly licensed or otherwise legally authorized to render dental services. Any person not meeting the standards set forth in the foregoing sentence (a "Disqualified Person") is hereby deemed not qualified to own an interest in the capital of the Company and may not be a Member.

(b) In the event a Member becomes a Disqualified Person, the Disqualified Person's ownership interests in the Company are redeemed and shall be deemed to have been redeemed and cancelled effective as of the date of occurrence of the event which caused such Disqualified Person to be disqualified (the "Disqualification Event"). No ownership interests held by the Disqualified Person shall be considered outstanding upon and after the date of the Disqualification Event, the Disqualified Person shall not be entitled to vote or participate in any Company or Member action and shall cease to be a Member, manager, employee, officer, or agent of the Company immediately effective as of the Disqualification Event, and the sole right and entitlement of the Disqualified Person shall be to receive redemption consideration for the interests in the Company held by the Disqualified Person. The Disqualification Events, the

redemption consideration to be paid and the terms of payment shall be as set forth in the operating agreement of the Company.

(c) Notwithstanding paragraph (b) above, if the sole Member of this Company is or becomes a Disqualified Person, then and in that event the Company shall promptly amend these Articles or take such other legal action as shall be necessary or appropriate to cause the Company to change its business purpose from the rendering of professional services to provide for any other lawful purpose by amending these Articles in the manner specified herein and under applicable law, and the Company shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.


ARTICLE VI
Management of Business

The Company shall be manager-managed. The initial manager of the company shall be JONATHAN D. SCOTT, DMD, MSD, whose mailing address is 5110 S. Lakeland Drive, Lakeland, Florida 33813."

4. Member Approval: The sole member approved such amendment and restatement.

5. Other Provisions: All other articles and provisions of the Articles of Organization as originally filed on November 16, 2020, shall remain the same.

The undersigned has executed the Articles of Amendment and Restatement on the 31st day of December 2020.



Nicholas J. Grimaudo,
Authorized Representative

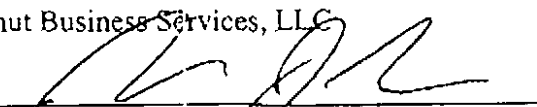
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 605.0113, Florida Statutes, I agree to act in the capacity of Registered Agent for JONATHAN SCOTT, DMD, MSD, PLLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 605.0113.

DATED this 31st day of December, 2020.

Chestnut Business Services, LLC

By: _____


Nicholas J. Grimaudo, VP