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From: Orlando Office GrayRobinson

M 88252

Florida Department of State
Division of Corporations
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THE VILLAGE DENTAL CARE, P.A.

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From: Orlando Office GrayRobinson

850-617-6381

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July 12, 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE VILLAGE DENTAL CARE, P.A.
PO BOX 1900
LADY LAKE, FL 32158-1900US

SUBJECT: THE VILLAGE DENTAL CARE, P.A.
REF: M88252

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Tammi Cline
Regulatory Specialist II Supervisor

FAX Aud. #: H23000244653
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAGE DENTAL CARE, P.A.**

The undersigned, on behalf of The Village Dental Care, P.A. (the "Corporation"), a Florida professional association, has executed these Second Amended and Restated Articles of Incorporation, as approved by the board of directors (the "Board of Directors") and the shareholders of the Corporation in an action by joint written consent effective as of June 30, 2023, pursuant to Sections 607.0821 and 607.0704, *Florida Statutes*. The number of votes cast by the shareholders of the Corporation by written consent was sufficient for approval. The approval by the Board of Directors was unanimous.

The Corporation was incorporated in the state of Florida effective on June 3, 1988 by the filing of Articles of Incorporation with the Florida Department of State (document number M88252). These Second Amended and Restated Articles of Incorporation amend and restate in their entirety the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State on November 13, 2000, as amended on April 9, 2001.

ARTICLE I – NAME OF CORPORATION

The name of the Corporation is The Village Dental Care, P.A.

ARTICLE II – ADDRESS

The street address of the principal office of the Corporation is 111 LaGrande Boulevard, Lady Lake, Florida 32159, and the mailing address of the Corporation is P.O. Box 1900, Lady Lake, Florida 32158-1900.

ARTICLE III – GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Dentistry duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice dentistry therein.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of the Corporation enumerated in these Second Amended and Restated Articles of Incorporation, or any amendment thereof; necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of the Corporation.

D. It is intended that the Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock of the Corporation may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for capital stock, and its judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to these Second Amended and Restated Articles of Incorporation.

ARTICLE V - DURATION

The Corporation shall exist perpetually.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is:

111 LaGrande Boulevard
Lady Lake, Florida 32159

The name of the registered agent of the Corporation at that address is:

Edward J. Farrell, D.M.D.

ARTICLE VII - BOARD OF DIRECTORS

- A. The Corporation shall currently have three (3) directors.
- B. The number of directors of the Corporation may be increased or diminished from time to time by bylaws adopted by the shareholders of the Corporation, but shall never be fewer than one (1).
- C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of the Corporation, for any cause deemed sufficient by the shareholders of the Corporation.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders of the Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.
- E. In the event an issue to be decided by the Board of Directors is required by these Second Amended and Restated Articles of Incorporation, by the bylaws of the Corporation, by contract, or otherwise, to be determined by at least a majority vote of the directors, and at the time such issue is being decided, the number of votes cast in favor of the action equal the number of votes cast against the action, and a majority vote cannot be obtained because the directors are deadlocked on such issue, then Edward J. Farrell, D.M.D. shall have one extra vote to break the deadlock.

F. The names and addresses of the current directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Edward J. Farrell, D.M.D.	111 LaGrande Boulevard Lady Lake, Florida 32159
Richard P. Hall II, D.M.D.	111 LaGrande Boulevard Lady Lake, Florida 32159
Michelle A. Dulgar, D.M.D.	111 LaGrande Boulevard Lady Lake, Florida 32159

ARTICLE VIII - SHAREHOLDERS

Shares of the Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Dentistry under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer such shareholder's shares of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of such shareholder's shares.

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In the event an issue to be decided by the shareholders of the Corporation is required by these Second Amended and Restated Articles of Incorporation, by the bylaws of the Corporation, by contract, or otherwise, to be determined by at least a majority vote of such shareholders, and at the time such issue is being decided, the number of votes cast in favor of the action equal the number of votes cast against the action, and a majority vote cannot be obtained because such shareholders are deadlocked on such issue, then Edward J. Farrell, D.M.D. shall have one extra vote to break the deadlock.

ARTICLE IX - BYLAWS

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal the bylaws of the Corporation for the management of the Corporation, and the duties of the officers of the Corporation shall be prescribed by such bylaws. In addition such bylaws may include, by unanimous decision of all the shareholders of the Corporation, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of the Corporation by any of the shareholders of the Corporation, or in the event of the death of any of the shareholders of the Corporation.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which the Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any shareholder of the Corporation as such shareholder should desire to sell, transfer or otherwise dispose of, or any or all of its shares owned and held by a shareholder of the Corporation who dies, all in accordance with a shareholders agreement or bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided however, the capital of the Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE VIII - AMENDMENT

These Second Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of this 1st day of July, 2023.

THE VILLAGE DENTAL CARE, P.A. a Florida corporation

By: 

Edward J. Farrell, D.M.D., President

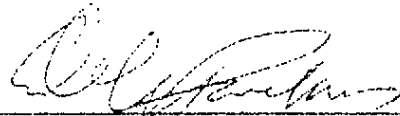
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**THE VILLAGE DENTAL CARE, P.A.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Second Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505, *Florida Statutes*.

By:

Edward J. Farrell, D.M.D.

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