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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANDREW SCOTT HENSCHEL*
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February 18, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

**Re: Articles of Incorporation for Nova Southeastern University College
of Dental Medicine Orthodontic Alumni Association, Inc.**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation.

Please file the original and return a certified copy to this office.

Thank you for your cooperation in this matter, and in the event you have any questions, please do not hesitate to call me collect.

Very truly yours,

HENSCHEL & HENSCHEL



ANDREW S. HENSCHEL
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Enclosures

ARTICLES OF INCORPORATION OF
NOVA SOUTHEASTERN UNIVERSITY COLLEGE OF DENTAL
MEDICINE ORTHODONTIC ALUMNI ASSOCIATION, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE. CORPORATE NAME

The name of the corporation is Nova Southeastern University College of
Dental Medicine Orthodontic Alumni Association, Inc.

ARTICLE TWO. DURATION

The corporation shall have perpetual duration.

ARTICLE THREE. PURPOSE(S)

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of educational purposes, by the distribution of its funds for such purposes, and particularly for fostering education and research.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. Any members of the corporation shall be distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection

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thereof, shall be as regulated in the bylaws.

ARTICLE FIVE. REGISTERED OFFICE/AGENT

The street address of the initial registered office of the corporation is 951 NE. 167TH Street, Suite 205, N. Miami Beach, County of Dade, Florida. The name of its initial registered agent at such address is Andrew S. Henschel, Esq. The principal place of business is Nova Southeastern University College of Dental Medicine, 3200 S. University Drive, in the City of Ft. Lauderdale, County of Broward, Florida 33328.

ARTICLE SIX. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The director named herein as the first board of directors shall hold office until the first meeting of members, to be held at such time designated by the board of directors, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the first Monday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are

1. Dr. Michael Ragan 1151 N. Buckner Blvd. #402, Dallas Texas 75218
2. Dr. Keith Sherwood 11905 Jennifer Way Cooper City, Florida 33026
3. Dr. Malcolm Meister 3000 Island Blvd. Apt. 2704 Aventura, Fl 33160

ARTICLE SEVEN. INCORPORATORS

The name and address of each incorporator are:

Dr. Keith Sherwood
11905 Jennifer Way Cooper City, Florida 33026

ARTICLE EIGHT. OFFICERS

The board of directors shall elect officers in accordance with the bylaws of this corporation. Initially, officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President

Dr. Michael Ragan

Vice President

Dr. Keith Sherwood

Secretary

Dr. Malcolm Meister

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. PROPERTY

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member. Benefits will be reserved for advancement of educational opportunities for the orthodontic program and orthodontic residents.

ARTICLE ELEVEN. DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. AMENDMENTS

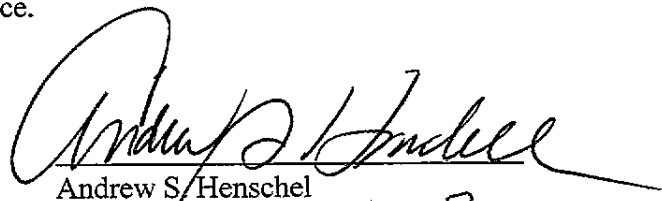
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on February , 2000.


Dr. Keith Sherwood
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Andrew S. Henschel
Registered Agent

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