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(Business Entity Name)

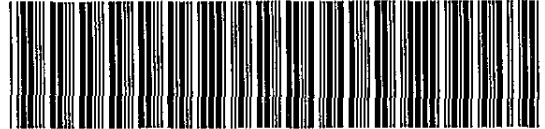
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STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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05 MAR - 1 AM 9:43  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

W05-10707

# ITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32301  
224-8870 • 1-800-342-8062 • Fax (850) 222-1222

F.A.C.E., Inc.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 2, 2005

CAPITAL CONNECTION INC.

SUBJECT: F.A.C.E., INC.  
Ref. Number: W05000010707

RECEIVED  
05 MAR 23 AM 11:35  
OFFICE OF THE SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for F.A.C.E., INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P03000116243 ( FACES, INC. ).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 605A00014471

**RE-SUBMIT**

PLEASE OBTAIN THE ORIGINAL  
FILE DATE

# ARTICLES OF INCORPORATION OF

F.A.C.E. Institute, Inc. \_\_\_\_\_

05 MAR - 1 AM 9:43  
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DIVISION OF CORPORATIONS

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

## ARTICLE I Name and Address

The name of this corporation shall be: F.A.C.E. Institute, Inc.

The address of this corporation shall be: 1906 North Tampa Street, Tampa, Fla., 33602 or such other address within the State of Florida as the Board of Directors may from time to time designate.

## ARTICLE II Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated is to provide general medical and/or dental care and plastic and/or reconstructive surgery to benefit underprivileged children. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the

distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the corporation shall be used exclusively for exempt purposes as described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code.

### **ARTICLE III**

#### **Powers**

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements, and effect of Section 501(c)(3) of the Code.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax law.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

#### **ARTICLE IV**

##### **Members**

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons, over eighteen (18) years of age or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

#### **ARTICLE V**

##### **Terms of Existence**

The term for which this corporation is to exist shall be perpetual.

**ARTICLE VI**  
**Incorporators**

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
J. Phillip Garcia, M.D.	1152 Morvenwood Road Jacksonville, Fla., 32207
Roberto E. Garcia, M.D.	13872 Mandarin Road Jacksonville, Fla., 32223
John F. Garcia, M.D.	13872 Mandarin Road Jacksonville, Fla., 32223
Timothy A. Patrick, Esq.	1906 North Tampa, Street Tampa, Fla., 33602
Cory Ruppel, D.D.S.	1155 S. Dale Mabry Highway Suite 14 Tampa, Fla., 33629
Solveig Ruppel, D.D.S.	1155 S. Dale Mabry Highway Suite 14 Tampa, Fla., 33629
Carmen Sardinas, Esq.	197 - ½ South Roscoe Blvd. Ponte Vedra Beach, Fla., 32082

**ARTICLE VII**  
**Officers and Directors**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers thus to be elected shall be a president, vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers

and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

#### **ARTICLE VIII**

##### **Registered Office and Registered Agent**

The name of the corporation's initial registered agent is Timothy A. Patrick, Esq. and the street address of the corporation's initial registered office is: 1906 North Tampa, Street, Tampa, Fla., 33602. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

#### **ARTICLE IX**

##### **Bylaws**

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.



**ARTICLE X**  
**Amendment of Articles of Incorporation**

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

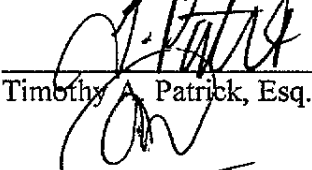
**IN WITNESS WHEREOF**, We have executed these Articles of Incorporation for the uses and purposes therein expressed this 25<sup>th</sup> day of February, 2005.

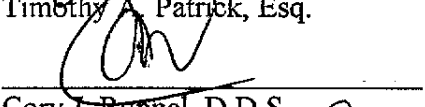
**INCORPORATORS**

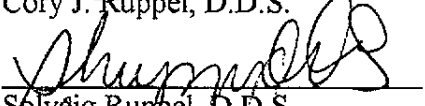
  
J. Phillip Garcia, M.D.

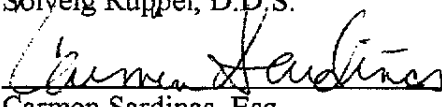
  
Roberto E. Garcia, M.D.

  
John F. Garcia, M.D.

  
Timothy A. Patrick, Esq.

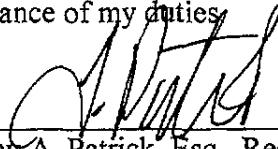
  
Cory J. Ruppel, D.D.S.

  
Solveig Ruppel, D.D.S.

  
Carmen Sardinas, Esq.

### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above Corporation at 1906 North Tampa, Street, Tampa, Fla., 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Timothy A. Patrick, Esq., Registered Agent

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