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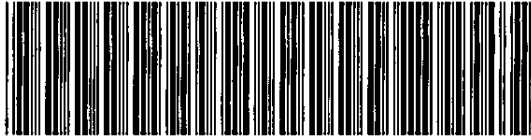
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-21-07
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GREATER MIAMI DENTAL SOCIETY *INC.*
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: IRIS TORRES-RIVERA, D.M.D.
Name (Printed or typed)

420 S. DIXIE HIGHWAY, SUITE 2E
Address

CORAL GABLES, FL 33146
City, State & Zip

305-446-1047
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
Greater Miami Dental Society *INC.*
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name

The name of the Corporation is Greater Miami Dental Society *INC.*

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation is c/o SFDDA 420 S. Dixie Highway, 2E, Coral Gables, Florida, 33146-2271, and the mailing address of the corporation is the same.

ARTICLE THREE

Duration

The term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE FOUR

Purpose

The purpose for which the corporation is organized is to encourage the improvement of the health of the public and to promote the art and science of dentistry.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIVE

Directors

The method of election of the directors of the corporation is set forth in the Bylaws. The names and addresses of the

ARTICLE FIVE

Directors

The method of election of the directors of the corporation is set forth in the Bylaws. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Dr Iris Torres- Rivera</u>	<u>495 Biltmore Way, Coral Gables, FI 33134</u>
<u>Dr Irene Marron</u>	<u>333 NW 70th Avenue Suite 101</u> <u>Plantation, FL</u>
<u>Dr Marina Amelinckx</u>	<u>5160 SW 82nd Ave</u> <u>Miami, FL 33155</u>
<u>Dr Thomas Ward</u>	<u>848 Brickell Ave St 1020</u> <u>Miami, FL 33131</u>
<u>Dr Richard Owen</u>	<u>100 South Biscayne Blvd Suite 111</u> <u>Miami, FL 33131</u>

ARTICLE SIX

Registered Office and Agent

The initial registered office of the corporation shall be located at 420 S. Dixie Highway, 2E, Coral Gables, Florida, 33146-2271. The initial registered agent of the corporation at the address shall be Yolanda Marrero.

ARTICLE SEVEN

Incorporator

The name and address of the incorporator is:

Iris Torres-Rivera, D.M.D.
495 Biltmore Way
Coral Gables, FL 33134

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 617.0501 of the Florida Not-for-Profit Corporation Act, the following is submitted:

First, that Greater Miami Dental Society, ^{INC.} desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 420 S Dixie Hwy 2E, Miami-Dade County, Florida, has named Yolanda Marrero, as its agent to accept service of process within the State of Florida.

Second, that having been named to accept service of process for the above-named corporation, at the place designated in this certificate, and being familiar with the obligations of such a position, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes and laws relative to the proper and complete performance of my duties.

Signature: _____

Name: Yolanda Marrero

Date: February 14, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BYLAWS OF The Greater Miami Dental Society

A FLORIDA NONPROFIT CORPORATION

ARTICLE ONE

INTRODUCTION

Definition of Bylaws

1.01 These bylaws constitute the code of rules adopted by this Corporation for the regulation and management of its affairs.

Purpose and Powers

1.02 This Corporation will have the purpose or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law.

The primary purpose of this Corporation is as stated in the Articles of Incorporation.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

2.01. The principal place of business of this Corporation in the State of Florida will be located at 420 S Dixie Hwy 2E Coral Gables, FL 33146-2271. In addition, the Corporation may maintain other offices either within or without the State of Florida as its business requires.

Location of Registered Office

2.02. The location of the initial registered office of this Corporation is 420 S. Dixie Hwy Coral Gables, FL 33146-2271. Such office will be continuously maintained in the State of Florida for the life of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE

MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those persons having Membership rights in accordance with the provisions of these Bylaws.

Class of Members

3.02. This Corporation will have one class of Members with voting rights.

Qualifications of Members

3.03. The Corporation Members' qualifications are as follows:

Members must be ethical dentists, eighteen (18) years of age or older, licensed in Florida, who are practicing or reside in Miami-Dade County, Florida.

Members' Dues

3.04. The annual dues payable to the Corporation by Members shall be in such amount(s) and due at such time(s) as may be determined from time to time by resolution of the Board of Directors. Failure to pay dues shall render the member liable to expulsion.

Assessments

3.05. Assessments payable to the Corporation by Members shall be in such amount(s) and due at such time(s) as may be determined from time to time by resolution of the Board of Directors. Failure to pay assessments shall render the member liable to expulsion.

Place of Members' Meetings

3.06. Meetings of Members will be held at the registered office of the Corporation or at any other place within or without the State of Florida as provided.

Annual Members' Meetings

3.07. The annual meeting of the Members will be held at such time as the Board of Directors provides.

Special Members' Meetings

3.08. Special meetings of the Members may be called by the Board of Directors, the President, or Members having at least ten (10) percent of the votes that all Members are entitled to cast at such meetings.

Notice of Members' Meetings

3.09. Written or printed notice, stating the place, day, and hour of the meeting and in the case of a special meeting the purpose or purposes for which such meeting is called, must be delivered no later than five nor more than forty calendar days before the date of the Members' meeting to each member entitled to vote at such meeting, either personally or by first class mail, by or at the direction of the President or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid.

Waiver of Notice

3.10. Attendance of a member at any Members' meeting will constitute a waiver of notice of such meeting, except where such member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Voting Rights of Members

3.11. Each member with voting rights shall be entitled to one vote on each matter submitted to a vote of Members.

Members' Proxy Voting

3.12. No proxies will be recognized and all Members must vote in person.

Quorum of Members

3.13. The number or percentage of Members entitled to vote represented in person that constitutes a quorum at a meeting of Members shall be fifty percent (50%). The vote of a majority of the votes entitled to be cast by the Members at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by Members, unless a greater proportion is required by law, the Articles of Incorporation, or any provision of these Bylaws.

Transferability of Membership

3.14. Membership in this Corporation is nontransferable and non-assignable.

Termination of Membership

3.15. Membership in this Corporation will terminate on any of the following events and for no other reason:

- (1) Receipt by the President, Ethics Chair, or Board of Directors of the written resignation of a member executed by the member or his duly authorized attorney-in-fact.

- (2) Acceptance by the President, Ethics Chair, or Board of Directors of a verbal resignation as documented by letter sent by the President, Ethics Chair, or Board of Directors.
- (3) The death of a member.
- (4) The failure of a member to pay dues, assessments, or fines on or before their due date.
- (5) For unethical conduct or other cause inconsistent with Membership but only after due notice and a hearing on the issues.

If termination is for unethical conduct, this Corporation shall comply with the then current *Procedural Manual for Review of Violations of the Code of Ethics* as periodically issued by the Florida Dental Association, Inc.

If termination is for cause inconsistent with Membership or for any reason other than written resignation, acceptance of verbal resignation, death, or unethical conduct, the member will be given an opportunity to be heard and present evidence before the Membership Committee, if one exists, or the Board of Directors, unless he or she is absent from the county in which the Corporation is located.

A member terminating Membership status for reasons other than death may be completely and automatically reinstated if the cause of termination is corrected before formal adoption by the Membership Committee, if one exists, or the Board of Directors of a resolution acknowledging such termination.

ARTICLE FOUR

DIRECTORS

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Qualifications of Directors

4.02. The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1) Directors must be residents of the State of Florida.
- (2) Directors must be 18 years of age or older.
- (3) Directors must be licensed dentists in the State of Florida.
- (4) Directors must be Members of the _____.
- (5) Directors must be appointed by the SFDDA.

Number of Directors

4.03. The number of Directors of this Corporation will not be less than 5 at any time. Until further amendment of these Bylaws, the number of Directors presently will be 6.

4.04. The first Directors as named in the Articles of Incorporation will hold office until the first biennial appointment of Directors. Thereafter, Directors will be appointed for a term of two years. Each Director will hold office for the term for which appointed and until a successor has been selected and qualified.

Vacancies on the Board

4.05. Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Place of Directors' Meetings

4.06. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or any place or places within or without the state as the Board of Directors may designate by resolution duly adopted.

Regular Directors' Meetings

4.07. There shall be no regularly scheduled Directors' meetings and all Directors' meetings shall be duly noticed. All Directors' meetings, regular or special, shall coincide with meetings of the Greater Miami Dental Society. The Board of Directors shall meet at least once annually and the corporation shall be dissolved in the event that the Board of Directors fails to meet at least once per year for more than two consecutive years.

Notice of Special Directors' Meetings

4.08. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than ten nor more than thirty calendar days before the date of the meeting, either personally or by first class mail, by or at the direction of the President or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

Call of Special Board Meetings

4.09. A special meeting of the Board of Directors may be called by either:

- (1) The President; or
- (2) A quorum of the Board of Directors.

Waiver of Notice

4.10. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.11. A majority of the whole Board of Directors will constitute a quorum; provided, that in no event shall a quorum consist of less than one third of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.

ARTICLE FIVE

OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

- (1) President.
- (2) President Elect
- (3) Vice President.
- (4) Secretary
- (5) Treasurer.

Qualification of officers

5.02. The qualifications for becoming and remaining an officer of this Corporation are as follows:

- (1) Officers must be Directors of this Corporation.

Selection of Officers

5.03. Each of the Officers will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the first meeting of the Board of Directors taking place in the year.

Multiple Officeholders

5.04. In any election of Officers, the Board of Directors may elect and appoint a single person to hold any two or more offices simultaneously, except that the offices of President and Secretary/Treasurer must be held by separate individuals.

President

5.05 The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Vice President

5.06 The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary/Treasurer

5.07. The Secretary / Treasurer shall (1) prepare written agendas for, and keep minutes of, all meetings of the Board of Directors; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; (4) on an annual basis, develop, maintain and enforce an operating budget; (5) on an annual basis conduct a financial review or audit and report to the Board of Directors; (6) perform all duties incident to the office of Secretary/Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors; (5) have charge and custody of all corporate funds; (6) deposit the funds as required by the Board of Directors; (7) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; and (8) render reports and accountings to the Directors as required by the Board of Directors or by law.

Removal of Officers

5.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers, whenever in their judgment the best interests of this Corporation will therefore be served. Such removal, however, shall be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX

INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or person entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

Action by Consent

6.02. Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary/Treasurer.

ARTICLE SEVEN

COMMITTEES

Definition of Directoral Committees

7.01. This Corporation may appoint Committees, each of which shall consist of two or more Directors. Such Directoral Committees shall have and exercise the authority as presented by the Board of Directors. However, no such Committee shall have the authority of the Board to affect any of the following:

- (1) Filling of vacancies in the Board.
- (2) Adoption, amendment, or repeal of Bylaws.
- (3) Amendment or repeal of any resolution of the Board.
- (4) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

7.02. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directoral Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. The creation of such Directoral Committees, however, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

ARTICLE EIGHT

OPERATIONS

Fiscal Year

8.01. The fiscal year of this corporation shall be from September to June.

Execution of Documents

8.02. Except as otherwise provided by law, checks, drafts and orders for the payment of money by this Corporation shall be signed only by persons duly authorized by the Board of Directors. Contracts, leases and promissory notes executed in the name of and on behalf of the Corporation shall be signed by the President.

Books and Records

8.03. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Board of Directors and Directoral Committees.

Inspection of Books and Records

8.04. All books and records of this Corporation may be inspected by any officer and/or director, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations-Compensation

8.05. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Directors or Officers. The Corporation may, however, pay compensation in a reasonable amount to Officers or Directors for services rendered.

Loans to Management

8.06. This Corporation shall make no loans to any of its Directors or Officers.

- 8.07.
- (1) No Director, Officer or Incorporator may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her position with the corporation ceases, or while he or she is not in good standing.
 - (2) Directors and Officers shall have no property rights to assets of the Corporation.
 - (3) Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting

their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows: 100% to the SFDDA.

(4) The Directors may not authorize secured transactions or other dispositions of corporate assets.

ARTICLE NINE

AMENDMENTS

Amendment of Articles of Incorporation

9.01 The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Directors.

Modification of Bylaws

9.02. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.

ARTICLE TEN

INDEMNIFICATION

10.01. The Corporation shall indemnify and hold harmless each trustee, officer, staff member and those persons acting in an official capacity on behalf of the Corporation from and against any and all claims and liabilities to which they may be or become subject by reason of acting in their official or representative capacity as agents of the Corporation, or by reason of alleged acts, or omissions as an officer, or representative member, or employee as aforesaid, and shall reimburse each person defined herein for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided however that no person as defined shall be indemnified against or reimbursed for any expenses incurred due to willful misconduct. The foregoing rights shall not be exclusive of any rights to which said persons may be lawfully entitled.

ADOPTION OF BYLAWS

Adopted by the Board of Directors by unanimous resolution on September 12, 2006, at 7:30
Pm.

MINUTES OF THE FIRST MEETING
OF THE BOARD OF DIRECTORS OF
Greater Miami Dental Society

On September 12, 2006 at City Cellar 45 Miracle Mile Coral Gables, Florida , Dr. Torres-Rivera, Dr. Owens, Dr. Marron, Dr Ward and Dr Amelinckx met, the meeting having been held on the call of 5 Members of the board of directors named in the articles of incorporation. At this meeting the following business was conducted and on motions duly made, seconded, and carried, the following resolutions were adopted.

This meeting was the first meeting of the board of directors of Greater Miami Dental Society . Dr. Iris Torres-Rivera was elected president and chairman of the meeting, Dr Irene Marron was elected as president elect, Dr Thomas Ward was elected secretary and Dr Richard Owens elected treasurer.

Minute Book

1. This corporation shall maintain a minute book containing the minutes of this organization meeting, and of all the subsequent meetings of the board of directors of this corporation and such other documents as the corporation or the board of directors shall from time to time direct.

Waiver

2. The directors, by their signatures affixed to the minutes of the organization meeting, and by this resolution, do hereby waive notice of the time and place of this meeting.

Officers

3. The following persons are elected as officers of this corporation:

Name	Office
<u>Dr Iris Torres-Rivera</u>	<u>President</u>
<u>Dr Irene Marron</u>	<u>President Elect</u>
<u>Dr Marina Amelinckx</u>	<u>Vice President</u>
<u>Dr Thomas Ward</u>	<u>Secretary</u>
<u>Dr Richard Owens</u>	<u>Treasurer</u>

Bank Account

4. This corporation shall establish in its name one or more deposit accounts with Bank of America on such terms and conditions as may be agreed on with the bank, and the president and treasurer are authorized to establish such an account. The President or Secretary/Treasurer are authorized to draw checks on the accounts of this corporation, signed as provided herein. The bank is hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other person authorized to sign checks.

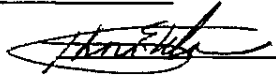
Election as Tax Exempt Organization

6. This corporation elects to be treated as a tax-exempt charitable organization for federal income tax purposes, pursuant to provisions of the Internal Revenue Code. The officers of the corporation are authorized and directed to file an appropriate election to that effect with the Internal Revenue Service, and to obtain and file with the Internal Revenue Service appropriate information.

Adjournment

There being no further business to come before the board of directors the meeting was duly adjourned.

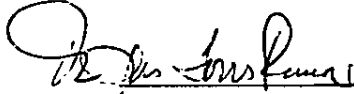
Dated: September 12, 2006



[signature of Secretary/Treasurer]

Dr Thomas Ward [typed name of Secretary/Treasurer]

APPROVED:



[signature of President/chair]

Dr Iris Torres- Rivera [typed name of President/chair]