

N1/000006997

(Requestor's Name)

From: (305) 779-5041
Rafael J. Sanchez-Abali, Esquire
Rafael J. Sanchez-Abali, P.A.
2508 Ponce De Leon Boulevard

Coral Gables, FL 33134

(City/State/Zip/Phone #)

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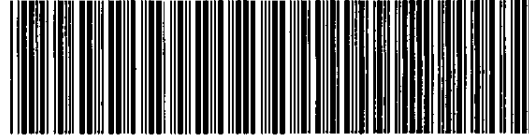
(Business Entity Name)

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✓ 07/25/11

**ARTICLES OF INCORPORATION
OF
SMILE RECOVERY INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name and the principal place of business and mailing address of this Corporation shall be:

SMILE RECOVERY INC.
10945 Southwest 63rd Avenue
Miami, Florida 33156

ARTICLE II - PURPOSES

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary purposes for which Florida not-for-profit corporations may be organized, so far as permitted by Chapter 617 of the Florida Statutes, including the following: to obtain dental care and treatment for individuals recovering from alcoholism and drug dependence who have demonstrated financial need.

The Corporation shall also have such powers as are now or may hereafter be granted under the laws of the State of Florida that are in furtherance of the Corporation's purposes as stated herein.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is:

Rafael J. Sanchez-Aballi
2506 Ponce de Leon Blvd.
Coral Gables, Florida 33134

ARTICLE IV - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers and members, if any, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. None of the property of the Corporation shall be distributed to directly or indirectly to any member, if any, of the Corporation except in fulfillment of its purposes.

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ARTICLE V - BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of no less than three (3) directors. The number of directors herein provided for may be changed in accordance with the Bylaws of the Corporation, but may never be less than three (3) directors. The term of office and the manner of selecting and removing the members of the Board of Directors shall be as set forth in the Corporation's Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The names and street addresses of the initial members of the first Board of Directors who shall hold office until his or her successor has been duly elected or appointed and has qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Diane Davis	10945 Southwest 63rd Avenue Miami, Florida 33156
Patricia Shannen Davis	10945 Southwest 63rd Avenue Miami, Florida 33156
Paul L. Orshan	10945 Southwest 63rd Avenue Miami, Florida 33156

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TALLAHASSEE, FLORIDA

ARTICLE VI - ACTION BY DIRECTORS WITHOUT A MEETING.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to such action in writing. Any such action shall be evidenced by one (1) or more written consents (i) describing the action to be taken and (ii) signed by all of the Directors. A consent procured telephonically shall be evidenced by a written confirmation within five (5) days after the consent is given and any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Directors at a meeting. Such consent or consents shall be filed in the corporate book containing the minutes of the proceedings of the Board of Directors kept and maintained by the Secretary of the Corporation. The action taken shall be deemed effective when the last Director signs or articulates the consent, unless the consent specifies otherwise. Such notice shall comply with the applicable provisions of the Florida Statutes and the Corporation's By-Laws.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Corporation, or is or was serving at the request of the company as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, to the fullest extent permitted by law.

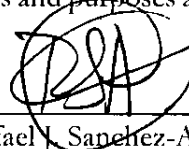
ARTICLE VIII - BYLAWS

The Bylaws of the Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set in the Bylaws of the Corporation. Until bylaws shall be adopted for an alternative procedure, such action may be by the affirmative vote of two thirds of the members of the Board of Directors.

ARTICLE IX – AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation's Articles of Incorporation may be amended by the affirmative vote of two thirds of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 21st day of July, 2011.

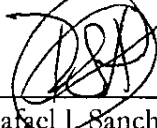


Rafael J. Sanchez-Aballi, Incorporator
2506 Ponce de Leon Blvd.
Coral Gables, Florida 33134

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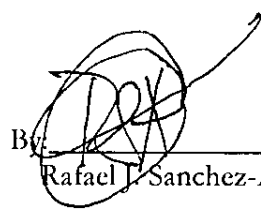
**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 617, Florida Statutes, Smile Recovery Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2506 Ponce de Leon Blvd, Coral Gables, Florida 33134, has named Rafael J. Sanchez-Aballi, Esq., located thereat, as its registered agent to accept service of process within this state.



Rafael J. Sanchez-Aballi, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



By: _____
Rafael J. Sanchez-Aballi, Registered Agent

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