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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 20 2011



DENTAL TECHNOLOGY SYMPOSIUM

September 12, 2011

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

SUBJECT: MID-AMERICA DENTAL TECHNOLOGY SYMPOSIUM, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 for the Filing fee.

FROM: Bennett Napier, CAE
325 John Knox Road, L103
Tallahassee, Florida 32303
(850) 224-0711
Bennett@executiveoffice.org



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

11 OCT 19 AM 10:41

DIVISION OF CORPORATIONS

September 19, 2011

BENNET NAPIER
325 JOHN KNOX ROAD L103
TALLAHASSEE, FL 32303

SUBJECT: MID-AMERICA DENTAL TECHNOLOGY SYMPOSIUM, INC.
Ref. Number: W11000048235

We have received your document for MID-AMERICA DENTAL TECHNOLOGY SYMPOSIUM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 111A00021605

**ARTICLES OF INCORPORATION
OF
MID-AMERICA DENTAL TECHNOLOGY SYMPOSIUM, INC.
In compliance with Chapter 617, F.S. (Not for Profit)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation shall be the:
MID-AMERICA DENTAL TECHNOLOGY SYMPOSIUM, INC.

ARTICLE II

The principal place of business and mailing address of the corporation is:

Mid-America Dental Technology Symposium, Inc., 325 John Knox Road, L103, Tallahassee, Florida 32303.

ARTICLE III

The purpose of the Association is to host continuing education meetings and events for the dental laboratory profession.

ARTICLE IV

Section 1. The affairs of the Association shall be managed by the Board of Directors consisting of six members, comprised of two representatives of each state association, elected and or appointed in accordance with the procedures of the member state associations. Each director shall have one vote.

- A. The Board of Directors shall be the governing body of the Association, and its decisions in all matters shall be final. It shall have general control over all Officers and Committees of the Association and may, for good cause, declare any office or offices vacant. Appeals from the decision of a Committee, or from the ruling of any Officer, may be made to the Board of Directors. The board shall have authority to hire and fire personnel or subcontractors that will manage day to day operations.

The Board of Directors at its discretion may designate a manufacturer/supplier to serve as a non voting ex officio member of the board.

- B. At each annual meeting six (6) members will be submitted from the respective state associations to serve on the Board of Directors, each to serve a three (3) year term. Two (2) board members will come from each member state.

C. In the case of death or resignation of a Director, the Board of Directors shall request the member state of the departing director to elect or appoint an individual to fill the unexpired term of the departing director.

Section 2. It is a Board member's responsibility to attend scheduled Board meetings.

Section 3. Business discussions and balloting on the part of the Board of Directors may be conducted by whatever means available including electronic voting. The result of any balloting by whatever means available shall be reported and a record made in the minutes of the next Board of Directors meeting.

Section 4. An Executive Committee shall exist for the purpose of conducting the ordinary business of the Association between meetings of the Board. The Committee shall consist of the President, Secretary, and Treasurer.

Section 5. The Board shall meet no less than 3 times each year at such times and places as they, as a group, may decide which may include teleconferences. Board members shall have at least thirty (30) days advance notice of board meetings.

Section 6. Any Board member may be removed for cause for misconduct or the material failure to perform his or her duties by the affirmative vote of at least four other Board members.

Section 7. The officers of the Association shall be selected from among the members of the Board and shall consist of a President, Secretary, and Treasurer.

Section 8. Officers shall be elected annually by the member states serving on the board of directors. Officers shall serve concurrently as directors.

Section 9. In the case of death, resignation or removal from office of an officer, the Board of Directors shall have the power to fill the vacancy until the next annual meeting of the association. It is intended that a resignation of a director from a specific state will be replaced by an individual from the same state.

Section 10. The President shall be the Chief Executive Officer of the Association. He/she shall preside at all meetings of the Association and the Board of Directors; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all bonds, mortgages and other contracts of the Association unless otherwise provided, shall be an ex-officio member of all Committees; and shall have the general powers and duties of supervision and management usually vested in the office of President of a non profit corporation. The President for purposes of voting shall be authorized to vote on any action not just in the case of a tie.

Section 11. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

Section 12. The Secretary shall, in the absence of the President, perform the duties and exercise the functions of the President and shall serve on committees as assigned by the President. The

Secretary will also keep the minutes for all meetings of the Board and Executive Committee and ensure that the records of the Association are properly maintained.

Section 13. The Treasurer shall oversee the management of the Association's funds and securities. He shall keep or cause to be kept full and accurate accounts of receipts and disbursements and shall deposit all Association monies and other valuable effects in the name and to the credit of the Association in a depository or depositories designated by the Board of Directors. He or she shall approve disbursement of the funds of the Association and shall render to the President or the Board of Directors, whenever they may require it, on account of his transactions as Treasurer and of the financial condition of the Association and shall perform whatever additional duties the Board of Directors and the President may prescribe.

ARTICLE V

The names and addresses of the subscribers and officers of the Corporation, at the time of the adoption of these Amended Articles of Incorporation are as follows:

President

Doug Wagner, CDT
Weber Dental Laboratory, Inc.
2046 New Linden Rd.
Newport, KY 41071
859.781.4600
dcwagner@fuse.net

Secretary

Dean Cheetham
Lumident, Inc.
11707 N Michigan Rd.
Zionsville, IN 46077
317.733.8618
dean.cheetham@lumident.net

Treasurer

R.J. DeLapa, Jr.
United Dental Laboratories, CDL
187 W Exchange St.
Akron, OH 44302
330.253.1810
rj@uniteddentallabs.com

Directors

Chris Schnell, CDT
Precision Dental Laboratory, Inc.
907 N Ft Thomas Ave.
Ft Thomas, KY 41075
859.781.7784
wcschnelljr@yahoo.com

Kevin Schlosser, CDT
Angola Dental Lab
1105 W Maumee St.
Angola, IN 46803
260.665.5313
atoothtech@verizon.net

Yatz Gundrum
Gundrum Dental Laboratory
3700 Church St.
Cincinnati, OH 45244
513.272.2661
ygundrum@gundrum-dental.com

Article VI

These Bylaws may be amended only by a majority vote of the board of directors present at a duly called meeting. Notice of such meeting and the exact language of the proposed amendments must be transmitted to the board at least 30 days prior to such meeting. The language of the amendments may be changed by a majority vote of the board members present, but only those

articles and sections first published to the board may be amended at such meeting. The newly amended bylaws shall be transmitted to the board within 30 days of the changes being authorized.

Article VII

The fiscal year of the association shall be set, from time to time, by the Board. Such fiscal year will be filed with Internal Revenue Service for tax reporting purposes.

Article VIII

Section 1. Subject to the provisions elsewhere in the bylaws, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director or Officer of another corporation in which it now owns or may hereafter own shares of capital stock, or which it now is or may hereafter be a creditor against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association; and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association; and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Subject to the provisions of elsewhere in the bylaws, the Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit, by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director or Officer of another corporation in which it now owns or may hereafter own shares of capital stock, or of which it now is or may hereafter be a creditor against expenses (including attorney's fees) actually and necessarily incurred by him in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association, except to the extent (1) such indemnification is permitted by law, and (2) the Board of Directors, independent legal counsel, or the members specifically determine in the manner set forth in Section 3 of this Article that such indemnification is proper in the circumstances, in each case notwithstanding such judgment.

Section 3. Any indemnification these bylaws (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of

the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel (who may be of counsel to the Association) in a written opinion, or (3) by the members.

Section 4. Expenses incurred in connection with a civil, criminal, administrative, or investigative action, suit, or proceeding, or threat thereof may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized in these bylaws, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other Bylaw, agreement, vote of members, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. The Association shall have the power by resolution of a majority of the Association's Board of Directors to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association or is or was serving at the request of the Association as a director or officer of another corporation in which it now owns or may hereafter own shares of capital stock or of which it now is or may hereafter be a creditor against any expenses incurred in any proceeding and any liabilities asserted against him in his capacity, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Article IX

The Board shall adopt, an Antitrust Compliance Policy and shall remind members of its existence at all meetings. The Board and counsel shall keep abreast of changes in antitrust laws and shall keep the association's policy current with such laws.

Article X

No Director shall receive any remuneration as a result of services as a Director. However, Directors may be reimbursed for reasonable expenses incurred as a result of their duties, as well as travel expenses incurred.

Article XI

At such time, the association ceases to occur, any revenues left withstanding, shall be dispersed, as determined by a majority vote of the Board, either: equally to the state organizations that are members at the time of dissolution; or, to an organization with a similar not-for-profit designation as a donation.

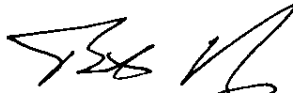
ARTICLE XII

The registered agent for this Corporation shall be: Bennett Napier, CAE, Managing Director, 325 John Knox Road, L103, Tallahassee, Florida 32303.

ARTICLE XIII

The name and address of the sole incorporator is Bennett Napier, CAE, 325 John Knox Road, L-103, Tallahassee, Florida, 32303.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 17th day of October, 2011.



Bennett Napier, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



10/17/11
Date

Bennett Napier for Partners in Association Management, Inc.
Registered Agent

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TALLAHASSEE, FLORIDA