

N1600007917

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000189605 3)))



H160001896053ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: tlv@fisher-tousey.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
GSO Orthodontic Clinic, Inc.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05/0 |
| Estimated Charge | \$70.00 |

RECEIVED

16 AUG 12 PM 12:38

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

16 AUG 12 AM 9:55

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

H16000189605

**ARTICLES OF INCORPORATION
OF
GSO ORTHODONTIC CLINIC, INC.
(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I
NAME**

The name of this corporation is GSO Orthodontic Clinic, Inc. (the "*Corporation*").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 8200 Roberts Dr., Ste. 100, Atlanta, Georgia 30350.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law. More specifically, the Corporation intends to operate an affordable orthodontic clinic(s) for residents of the Atlanta area, in conjunction with the educational and social responsibility goals of the Georgia School of Orthodontics.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, that the Corporation 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 Article III of these Articles of Incorporation; and

(c) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V BOARD OF DIRECTORS

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have three (3) directors as of the filing of these Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3) or more than seven (7).

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

(d) The names and addresses of the initial members of the Board of Directors are as follows:

| NAME | ADDRESS |
|--------------------|---|
| Jessica Wynne | 5000 Sawgrass Village Cir., Ste. 3 Ponte Vedra Beach, FL 32082 |
| Dr. Randy Kluender | 11785 West 66 th Place, Unit A Arvada, CO 80004 |
| Diane Hiott | 113 Tides Edge Place Ponte Vedra Beach, FL 32082 |

H160000189605

ARTICLE VI OFFICERS

(a) The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

(c) The names of the initial officers of the Corporation are as follows:

President – Jessica Wynne

Vice President – Diane Hiott

Secretary – Dr. Randy Kluender

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 501 Riverside Avenue, Suite 600; Jacksonville, FL 32202; the name of the initial registered agent of the Corporation at that address is Fisher, Tousey, Leas & Ball, P.A.

ARTICLE VIII INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is Jessica Wynne, 5000 Sawgrass Village Circle., Suite 3, Ponte Vedra Beach, Florida 32082.

ARTICLE IX DURATION AND COMMENCEMENT

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE X MEMBERS

This Corporation shall have no members.

ARTICLE XI BYLAWS

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may

deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

ARTICLE XII AMENDMENTS

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIII CORPORATE LIQUIDATION AND DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Corporation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Corporation.

ARTICLE XIV LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;


(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV INDEMNIFICATION

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 31st day of July, 2016, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.



Jessica Wynne

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

That GSO Orthodontic Clinic, Inc., desiring to organize under the laws of the State of Florida, has named Fisher, Tousey, Leas & Ball, P.A., located at 501 Riverside Avenue, Suite 600; Jacksonville, FL 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY REGISTERED AGENT:

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

Fisher, Tousey, Leas & Ball, P.A.,
Registered Agent

Date: July 31, 2016

By: 

W. Hamilton Traylor