

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION**Jacksonville Dental Society Foundation, Inc.**

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**ARTICLES OF INCORPORATION
OF
JACKSONVILLE DENTAL SOCIETY FOUNDATION, INC.
(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I
NAME**

The name of this corporation is Jacksonville Dental Society Foundation, Inc. (the "*Corporation*").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 2950 Halcyon Lane, Suite 301C, Jacksonville, Florida 32223.

**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 support charitable programs that promote dental health, education and access to care for the underserved people of Florida, particularly for the residents of Jacksonville, Florida.

**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

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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 five (5) 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 initial Board of Directors shall consist of those individuals set forth in section (d) of this Article III below. Thereafter, the Board of Directors shall consist of the immediate past President of the Corporation and such other individuals as elected by the Board of Directors of the Jacksonville Dental Society, Inc. as provide in the Bylaws. The Board of Directors of the Jacksonville Dental Society, Inc. shall have the sole and exclusive power to change the number of directors or 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
Bethany A. Douglas, DMD	2950 Halcyon Lane, Suite 301C Jacksonville, Florida 32223
Dr. Millie Tannen	2950 Halcyon Lane, Suite 301C Jacksonville, Florida 32223

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Dr. Grady Johnson	2950 Halcyon Lane, Suite 301C Jacksonville, Florida 32223
Dr. Patrick Weaver	2950 Halcyon Lane, Suite 301C Jacksonville, Florida 32223
Samira Meymand, DDS/MPH	2950 Halcyon Lane, Suite 301C Jacksonville, Florida 32223

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:

Bethany A. Douglas, DMD	President
Dr. Millie Tannen	Vice President
Dr. Patrick Weaver	Secretary
Dr. Grady Johnson	Treasurer

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2950 Halcyon Lane, Suite 301C, Jacksonville, Florida 32223; the name of the initial registered agent of the Corporation at that address is Bethany A. Douglas, DMD

ARTICLE VIII INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is Grady Johnson, 2950 Halcyon Lane, Suite 301C, Jacksonville, Florida 32223.

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.

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**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, provided that any change in the Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

**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, provided that any change to the Articles of Incorporation regarding the number of directors or the manner by which directors are elected shall not be effective without the approval of the Board of Directors of the Jacksonville Dental Society, Inc. 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

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(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.

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IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 28 day of November, 2018, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.


Grady Johnson, Incorporator

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**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 Jacksonville Dental Society Foundation, Inc., desiring to incorporate under the laws of the State of Florida, has named Grady Johnson, located at 2950 Halcyon Lane, Suite 301C, Jacksonville, Florida 32223, 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 such office.

Date: November 28, 2018



Grady Johnson, Registered Agent

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