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Division of Corporations

FAX NO.

P. 01/07

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : EMMANUEL SHEPPARD & CONDON  
Account Number : 072720000035  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CARPENTERS CREEK DENTAL CENTER, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
CARPENTERS CREEK DENTAL CENTER, P.A.**

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TALLAHASSEE, FLORIDA

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The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of the corporation is CARPENTERS CREEK DENTAL CENTER, P.A., and its principal office is located at 6501 North Davis Highway, Pensacola, Florida 32504, and its mailing address is the same.

**ARTICLE II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of dentistry and related services necessary and incidental thereto, and in all fields of specialization as are engaged in by duly authorized and licensed dentists within the State of Florida.

Kramer A. Litvak  
Emmanuel, Sheppard & Condon, P.A.  
30 South Spring Street  
Pensacola, Florida 32501  
(850) 433-6581  
FL Bar No. 0965881

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B. To engage and render the professional services involved only through its officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To engage in no other business other than the renditions of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLE III

#### CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at Ten Cents (\$.10) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

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**ARTICLE IV**

**DURATION**

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

**ARTICLE V**

**REGISTERED AGENT**

The address of this corporation's initial registered office is 30 South Spring Street, Pensacola, Florida 32501, and the name of its initial registered agent at said address is KRAMER A. LITVAK.

**ARTICLE VI**

**INCORPORATOR**

The name and address of the incorporator is ALLEN L. LITVAK, JR., 6105 North Davis Highway, Pensacola, Florida 32504.

**ARTICLE VII**

**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The name and address of the initial Director of this corporation is:

ALLEN L. LITVAK, JR.  
6501 North Davis Highway  
Pensacola, Florida 32504

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**ARTICLE VIII****INFORMAL ACTION OF SHAREHOLDERS**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporation records.

**ARTICLE IX****INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE X****SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any Shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the

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corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI

INDEMNIFICATION

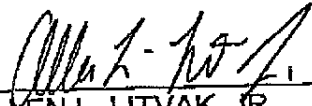
The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

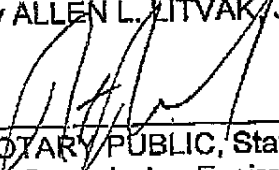
The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 23 day of May, 2000.

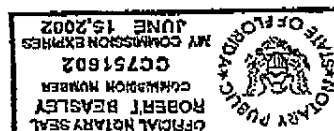
  
ALLEN L. LITVAK, JR.,  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 23<sup>rd</sup> day of MAY, 2000, by ALLEN L. LITVAK, JR.

  
NOTARY PUBLIC, State of Florida  
My Commission Expires: \_\_\_\_\_

Personally Known OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, KRAMER A. LITVAK, am familiar with and hereby accept the appointment as Registered Agent for CARPENTERS CREEK DENTAL CENTER, P.A., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 31<sup>st</sup> day of May, 2000.

  
KRAMER A. LITVAK

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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