

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Name : JOHNSON, AUVIL & BROCK, P.A.  
Account Number : I20010000040  
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**FLORIDA PROFIT CORPORATION OR P.A.****ROBERTS' DENTAL CARE, P.A.**

Certificate of Status	0
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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***ROBERTS' DENTAL CARE, P.A.***

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be ***ROBERTS' DENTAL CARE, P.A.***, and the address of the Corporation shall be 30145 Fairway Drive, Wesley Chapel, Florida 33543.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is:

- (a) The general practice of dentistry as authorized by the laws of the State of Florida.
- (b) To purchase or otherwise acquire, hold, own, and deal in real and personal property and any interest therein, necessary to carry out the intent and purpose of subparagraph (a) above, including, but not limited to, the office building in which the office of ***ROBERTS' DENTAL CARE, P.A.***, will operate, and all equipment, books, and supplies necessary for the operation of a dental practice, to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in any real or personal property deemed beneficiary to

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the Corporation, and to encumber or dispose of any real or personal property at any time owned or held by the Corporation.

(c) To engage in no other business other than the rendition of the professional services specified herein.

(d) 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 one thousand (1,000) shares of common stock at a One Dollar and no/100 (\$1.00) 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 licensed dentists.

### **ARTICLE IV** **DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

### **ARTICLE V** **REGISTERED AGENT**

The address of this Corporation's initial registered office is 37837 Meridian Avenue, Suite

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314, Dade City, Florida 33525, and the name of its initial Registered Agent at said address is  
LEONARD H. JOHNSON.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator is as follows:

LEONARD H. JOHNSON  
Johnson, Auvil & Brock, P.A.  
37837 Meridian Avenue, Suite 314  
Dade City, Florida 33525

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This 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, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Oliver W. Roberts, Jr., D.M.D.  
30145 Fairway Drive  
Wesley Chapel, Florida 33543

**ARTICLE VIII**  
**INFORMAL SHAREHOLDER ACTION**

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 corporate records.

**ARTICLE IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this Corporation becomes legally

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

**ARTICLE X**  
**INFORMAL DIRECTOR ACTION**

If all of 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 XI**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any 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.

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IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name this 18<sup>th</sup> day of April, 2001.

**ROBERTS' DENTAL CARE, P.A.**

By:   
LEONARD H. JOHNSON, Incorporator

STATE OF FLORIDA  
COUNTY OF PASCO

BEFORE ME, the undersigned officer, this day personally appeared LEONARD H. JOHNSON, as Incorporator of **ROBERTS' DENTAL CARE, P.A.**, who is personally known to me, and who subscribed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 18<sup>th</sup> day of April, 2001.



Karen Williams  
MY COMMISSION # CC745178 EXPIRES  
June 14, 2002  
BONDED THRU TROY RAIN INSURANCE, INC.

  
NOTARY PUBLIC - STATE OF FLORIDA

KAREN WILLIAMS  
Typed/Printed Name of Notary Public

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505,  
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

**ROBERTS' DENTAL CARE, P.A.**, DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
AT WESLEY CHAPEL, STATE OF FLORIDA, HAS NAMED LEONARD H. JOHNSON,  
LOCATED AT 37837 MERIDIAN AVENUE, SUITE 314, DADE CITY, STATE OF FLORIDA  
33525, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**ROBERTS' DENTAL CARE, P.A.**

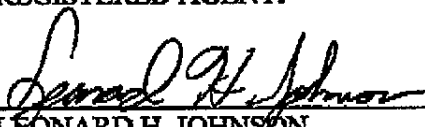
SIGNATURE:

  
LEONARD H. JOHNSON,  
Incorporator

DATE: April 18, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM  
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION  
607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNATURE OF  
REGISTERED AGENT:

  
LEONARD H. JOHNSON

DATE: April 18, 2001

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