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FLORIDA PROFIT CORPORATION OR P.A.

JEFFREY FRIEFELD, D.D.S., & ASSOCIATES, P.A.

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ARTICLES OF INCORPORATION
OF

JEFFREY FRIEFELD, D.D.S., & ASSOCIATES, P.A.

THE UNDERSIGNED, who is duly licensed to practice in the State of Florida, for the purpose of forming a professional association under Chapter 607, Florida Statutes, and the Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the professional association is JEFFREY FRIEFELD, D.D.S., & ASSOCIATES, P.A. hereinafter referred to as the "Association".

ARTICLE II

This Association shall have perpetual existence.

ARTICLE III

The purpose for which the Association is organized is to engage in the practice of dentistry. The Association shall also be authorized to engage in the following activities:

1. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment as determined by its Board of Directors.
2. To acquire (by purchase, exchange, loan, hire or otherwise) real or personal property necessary or appropriate for rendering dentistry services.
3. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.
4. To purchase its own shares to the extent of unreserved and unrestricted capital surplus.
5. To determine the amount of stated capital and increase or reduce stated capital, and to determine the consideration to be received for shares issued from time to time.

PREPARED BY:
Norman Leopold, Esquire
20801 Biscayne Blvd., #501
Aventura, FL 33180
Telephone: (305) 935-3500
Florida Bar No. 163308

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6. To create, without restriction, rights or options to purchase any or all of its shares.

7. To borrow or raise monies for any of the purposes of the Association and, from time to time, without limit as to amount, draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon, by mortgage on, or pledge, security interest in, conveyance or assignment in trust of, the whole or any part of the assets of the Association, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Association for its corporate purposes.

8. To purchase, take, receive, subscribe for, or otherwise acquire, hold, own, vote, use, employ, sell, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of other individuals or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district, municipality or instrumentality thereof.

9. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all of the general rights, privileges, and powers specified in or permitted under the Act.

10. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

11. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from the terms of any other section, each of such sections being regarded as creating independent powers and purposes. These enumerations shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of the sections hereof or the scope of the general powers of the Association created hereby; nor shall the expressions of one thing be deemed to exclude another not expressed, whether or not it be of like nature.

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12. Nothing in this Article so contained shall be construed to authorize the conduct by the Association of other than rendering professional dentistry services.

ARTICLE IV

The principal office of the Association shall be located at 21457 N.W. 2nd Avenue, Miami, Florida 33169. The name and address of the registered agent and registered office of the Association shall be Norman Leopold, Esquire, 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180.

ARTICLE V

The aggregate number of shares of capital stock which the Association has authority to issue is 2,500, all of which shall be common shares with a par value of \$1.00 each.

ARTICLE VI

Shares shall be issued for such consideration as may be fixed from time to time by the Board of Directors. Shares shall be issued only to individuals who hold a license in the State of Florida to engage in the practice of dentistry, and no shares may be transferred upon the books of the Association or issued until there is presented to and filed with the Association a certificate by the regulating board of the State of Florida, stating that the individual to whom the transfer is to be made or the shares issued holds a license to engage in the practice of dentistry in the State of Florida. If any shareholder of the Association becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with and financial interests in the Association forthwith. No shareholder of the Association shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VII

The minimum amount of capital with which the Association shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VIII

The initial Board of Directors shall consist of one (1). The number of directors may from time to time be fixed by the shareholders of the Association, but shall not be less than one (1). Directors need not be shareholders but must be persons licensed to practice dentistry

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in the State of Florida, and no director shall be seated on the Board until there is presented to and filed with the regulating board of the State of Florida a certificate stating that such director holds the required license.

ARTICLE IX

The name and address of the first Board of Directors of the Association are as follows:

Jeffrey Friefeld, D.D.S.

21457 N.W. 2nd Avenue
Miami, FL 33169

ARTICLE X

The name and post office address of the subscriber to these Articles of Incorporation are as follows:

Jeffrey Friefeld, D.D.S.

21457 N.W. 2nd Avenue
Miami, FL 33169

Such subscriber is of lawful age and licensed to practice dentistry in the State of Florida.

ARTICLE XI

In the absence of fraud, no contract or other transaction between this Association and any other person, firm, association, corporation or partnership, shall be affected or invalidated by the fact that any director or officer of this Association is pecuniarily or otherwise interested in or is a director, member or officer of any other such firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, corporation or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE XII

Any action by the directors of the Association, which is in their power, taken at a meeting of such directors, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law or by the By-

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laws of the Association, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice of such meeting in writing and providing a majority of the directors shall have approved or approve the action taken at such meeting.

Any action by the shareholders of the Association, which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all shareholders as required by law or by the Bylaws of the Association, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of the directors, or, whenever a greater vote is required by law or by the Bylaws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of the said shareholders or, whenever a greater vote is required by law or by the Bylaws, by that vote.

ARTICLE XIII

These Articles may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the shareholders, and approved by a vote of the shareholders owning at least a majority of the issued and outstanding shares entitled to vote thereon, unless all of the directors and all of the shareholders of the Association shall sign a written statement manifesting their intention and consent that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIV

This Association shall have the further right and power to, from time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the Association (other than stock book) or any of them shall be open to inspection by shareholders, and no shareholder shall have any right of inspecting any account, book or document of this Association, except as conferred by statute, unless authorized by resolution of the shareholders or the Board of Directors.

The Association may, in its Bylaws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

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Both shareholders and directors shall have the power, if the Bylaws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of statute) outside of the State of Florida at such places as may, from time to time, be designated by the Board of Directors.

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XV

The Association shall engage in the practice of dentistry only through officers, employees and agents who themselves hold a license to engage in the practice of dentistry in the State of Florida; provided, however, that the term "employee" as used herein shall not be interpreted to include clerks, secretaries, bookkeepers, technicians or other assistants who are usually and ordinarily not considered by custom and practice to be rendering professional services to the public for which a license is required.

IN WITNESS WHEREOF, the undersigned subscriber hereby executes these Articles of Incorporation, and certifies to the truth of the facts herein stated, on this 3rd day of May, 2001.



Jeffrey Friefeld, D.D.S.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 3rd day of May, 2001, by Jeffrey Friefeld, D.D.S., who ☒ is personally known to me or ☐ produced _____ as identification.

My commission expires:




Notary Public, State of Florida
Sue Jacks
Print name of notary public

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

In compliance with §607.0501, Florida Statutes, the following is submitted:

That **JEFFREY FRIEFELD, D.D.S., & ASSOCIATES, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named Norman Leopold, whose street address is located at Suite 501, 20801 Biscayne Blvd., Aventura, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Norman Leopold, Registered Agent

Date: May 3, 2001

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