

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**Progressive Practice Associates, P.A.**

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ARTICLES OF INCORPORATION
OF
PROGRESSIVE PRACTICE ASSOCIATES, P.A.

The undersigned incorporator, being a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, known as the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is PROGRESSIVE PRACTICE ASSOCIATES, P.A.

ARTICLE II
PURPOSE OF BUSINESS AND POWERS OF CORPORATION

The general purpose of the business to be transacted, promoted and carried on by this corporation and the powers of this corporation are:

- (1) To render professional dental services to the general public in every phase, aspect and manner that a dentist, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise duly authorized to render such professional services within the State of Florida as dentists.
- (2) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of the professional services set out herein.
- (3) To do any and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, with all of the powers now or hereafter conferred by the laws of the State of Florida upon professional service corporations; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation as otherwise permitted by law.

ARTICLE III
AUTHORIZED SHARES

The corporation shall have two classes of common stock. There shall be "common voting stock" and "common non-voting stock". The maximum number of shares of common voting stock which the corporation is authorized to have outstanding at any time is 2,000 shares, which shall be issued as fully paid and non-assessable. The maximum number of shares of common non-voting stock which the corporation is authorized to have outstanding

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at any at any time is 2,000. All common stock shall be paid for in lawful money of the United States of America or in property, labor or services; provided further that where said stock is paid for in or by labor, property or services, such valuation shall be fixed by the incorporators or by the Board of Directors in the amount provided for by Statute and the stock shall be fully paid and non-assessable. Holders of common non-voting stock shall have no voting rights, except, that at any time that there are shares of common non-voting stock outstanding, the consent or affirmative vote of a majority of the outstanding shares of common voting stock and common non-voting stock, each class voting as a class, shall be required to amend the Articles of Incorporation to:

- (i) Change the terms and provisions governing the classes of stock;
- (ii) Merge the classes of stock into a single class of stock;
- (iii) Create a new class of stock which has greater rights on liquidation than the existing classes; or
- (iv) Increase the authorized number of shares of either class of stock.

This corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation is incorporated.

ARTICLE IV **TERM OF EXISTENCE**

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT AND** **PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS**

The street address of the initial registered office of this corporation is: 1701 Highway A1A, Suite 305, Vero Beach, Florida, County of Indian River, State of Florida, and the name of the initial registered agent of this corporation at that address is: G.W. Howard. The principal office and mailing address of this Professional Association shall be at 1701 Highway A1A, Suite 305, Vero Beach, Florida 32963, County of Indian River, State of Florida.

ARTICLE VI **INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than 1. It shall not be required that the directors be stockholders of the corporation; however, all directors shall be required to possess the same professional qualifications as shareholders are required to possess. The name and address of the initial director(s) of this corporation are:

NAME:

James L. Strawn, D.D.S.

ADDRESS:

5050 S 21st Avenue
Ft. Pierce, FL 34981

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ARTICLE VII
INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles are:

NAME:

James L. Strawn, D.D.S.

ADDRESS:5050 S 21st Avenue
Ft. Pierce, FL 34981**ARTICLE VIII**
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES

The Board of Directors is hereby specifically authorized to adopt Bylaws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved by no less than a majority of the outstanding stock. If any officer, shareholder, director, agent, or employee of this corporation who has been rendering professional services to the public shall become legally disqualified to render such professional services within the State, or shall be elected to office or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing the rendering of such professional services, then he shall sever all employment with, and financial interest in, this corporation forthwith, and such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Board of Directors.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI
POWERS

All of the corporate powers set forth in the Florida General Corporation Act and in the Professional Service Corporation Act shall be applicable to this corporation except that if any of the provisions of the Professional Service Corporation Act are interpreted to be in

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conflict with the Florida General Corporation Act, the provisions as set forth in the Professional Service Corporation Act shall take precedence.

ARTICLE XII
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 4th day of May, 2001.


James L. Strawn, D.D.S.

STATE OF FLORIDA

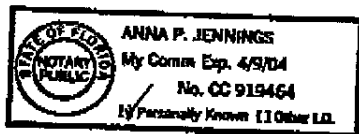
COUNTY OF *ST. LUCIE*

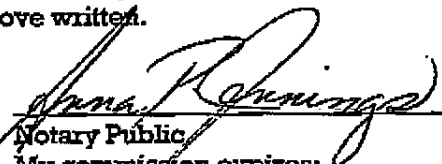
BE IT REMEMBERED, that on this 4th day of May, 2001, personally appeared before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, James L. Strawn, D.D.S., who:

- ☐ has produced _____ as identification; or
☒ is personally known to me

to be the person(s) who executed the foregoing Articles of Incorporation, and who has taken an oath and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid on the day and year last above written.




Notary Public
My commission expires:

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of
PROGRESSIVE PRACTICE ASSOCIATES.


G.W. HOWARD

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