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VERO BEACH, FLORIDA 32963

May 31, 2001

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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
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CALIFORNIA

VIA FEDERAL EXPRESS NEXT DAY DELIVERY

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-06/06/01--01040--006
*****70.00 *****70.00

RE: Michael G. McCown, D.M.D., P.A.

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance.

Sincerely,

J. Atwood Taylor, III

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Encs.

CC: Michael G. McCown, D.M.D., w/enc.

F. CHESSEN

JUN 1 1 2001

ARTICLES OF INCORPORATION
OF
MICHAEL G. McCOWN, D.M.D., P.A.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

MICHAEL G. McCOWN, D.M.D., P.A.

The principal place of business of this corporation shall be 4755 N. Highway A-1-A, Vero Beach, Florida 32963, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of providing professional dental services and may engage or transact in any and all lawful activities or business permitted pursuant to Section 621.08, *Florida Statutes*. No professional dental services shall be rendered by anyone other than an officer, shareholder, employee, or agent of the corporation who is duly licensed to render such professional dental services in Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

Shares of stock may only be issued to professionals who are duly licensed to render professional dental services in the State of Florida, pursuant to Section 621.09, *Florida Statutes*.

Alienation of shares of stock shall be restricted as provided in Section 621.11, *Florida Statutes*.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **J. ATWOOD TAYLOR, III**, 5070 N. Highway A-1-A, Suite 200, Vero Beach, Florida 32963.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the initial shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, and thereafter until successors are elected or appointed, are as follows:

MICHAEL G. McCOWN, D.M.D. - Director/President/Secretary/Treasurer
4755 N. Highway A-1-A
Vero Beach, Florida 32963.

No amendment to these articles shall be required in the event the shareholder wishes to increase or decrease the number of directors. However, the number may never exceed five (5) directors.

ARTICLE IX. MISCELLANEOUS

The liability of the officers, agents, employees, and shareholders of the Corporation shall be as specified in Section 621.07, *Florida Statutes*.

In the event any officer, agent, employee, or shareholder becomes legally disqualified to render professional dental services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional dental services, that person shall sever all employment with and financial interests in the corporation immediately pursuant to Section 621.10, *Florida Statutes*.

Except as otherwise set forth in these Articles of Incorporation and where otherwise required by law, the provisions of Chapter 607, *Florida Statutes*, shall apply to and govern this Corporation and its officers, directors, and shareholders.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 31st day of May 2001.

"INCORPORATOR"

ROSSWAY MOORE & TAYLOR

By:



J. ATWOOD TAYLOR, III, Partner

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

J. ATWOOD TAYLOR, III, whose address is as follows: 5070 N. Highway A-1-A, Suite 200, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



J. ATWOOD TAYLOR, III

Date: May 31, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA