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FILED
02 MAR 12 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 11, 2002

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Mahan Center Dentistry, P.A.

100005087711--4
-03/12/02--01063--019
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Mahan Center Dentistry, P.A.

We have also enclosed our firm's check in the amount of \$78.75 for the filing fee and a certified copy, and an extra copy of the Articles to be date-stamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



John E. Brenneis

JEB/cv
Enclosures

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF
MAHAN CENTER DENTISTRY, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE 1.
Name and Principal Office**

The name of this Corporation shall be **MAHAN CENTER DENTISTRY, P.A.** The principal place of business shall be 1641 Mahan Center Boulevard, Tallahassee, Florida 32308, and the mailing address of this Corporation shall be 9956 Beaver Ridge Trail, Tallahassee, Florida 32312.

**ARTICLE 2.
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

A. To engage in every aspect and phase of the practice of dentistry and related activities within the State of Florida; and to engage in any activities necessary and proper to facilitate and promote the practice of dentistry through its officers and employees;

B. To the extent not prohibited by the Professional Service Corporation and Limited Liability Company Act, to invest its funds in real estate, mortgages, stocks, bonds and any other type of investments;

C. To own or lease real or personal property necessary for the rendering of professional services; and

D. To engage in any or all other activities or business permitted under the Professional Service Corporation and Limited Liability Company Act for the rendering of professional dentistry services and related activities, except that this Corporation shall not be authorized to engage in any business other than the practice of dentistry.

**ARTICLE 3.
Stock**

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by

Mahan Center Dentistry, P.A.
Articles of Incorporation/Designation of Registered Agent

the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

None of the stock of the Corporation may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional dentistry services.

ARTICLE 4.

Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE 5.

Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Bruce Arthur Woodruff

9956 Beaver Ridge Trail
Tallahassee, Florida 32312

ARTICLE 6.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE 7.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 9956 Beaver Ridge Trail, Tallahassee, Florida 32312. The name of the initial Registered Agent of the Corporation at the above address shall be **Bruce Arthur Woodruff**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE 8.
Number of Directors

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

ARTICLE 9.
Initial Board of Directors

The initial Board of Directors shall consist of two persons. The names and street addresses of the initial members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Bruce Arthur Woodruff	9956 Beaver Ridge Trail Tallahassee, Florida 32312
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Tonianne Cifrodelli	9956 Beaver Ridge Trail Tallahassee, Florida 32312
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ARTICLE 10.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The name and address of the initial officers are as follows:

President and Treasurer	Bruce Arthur Woodruff 9956 Beaver Ridge Trail Tallahassee, Florida 32312
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Vice President and Secretary	Tonianne Cifrodelli 9956 Beaver Ridge Trail Tallahassee, Florida 32312
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ARTICLE 11.
Transactions In Which Directors or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such

relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE 12. **Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE 13. **Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 5 day of MARCH, 2002.



Bruce Arthur Woodruff

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

MAHAN CENTER DENTISTRY, P.A., desiring to organize as a corporation under the laws of the State of Florida, has designated 9956 Beaver Ridge Trail, Tallahassee, Florida 32312, as its initial Registered Office and has named **Bruce Arthur Woodruff** located at said address as its initial Registered Agent.



Bruce Arthur Woodruff
President

Date: 5 MAR, 2002

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



Bruce Arthur Woodruff
Registered Agent

Date: 5 MAR, 2002

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