

Division of Corporations

# P02000090501

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

GENE H. BERGMANN, D.D.S., P.A.

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**ARTICLES OF INCORPORATION OF  
GENE H. BERGMANN, D.D.S., P.A.**

The undersigned, acting as incorporator of a Florida professional service corporation organized and existing under the Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is **GENE H. BERGMANN, D.D.S., P.A.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 4076 Cattlemen Road, Sarasota, Florida 34233 and the mailing address of the Corporation is 4076 Cattlemen Road, Sarasota, Florida 34233.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in every aspect of the practice of dentistry and all of its fields of specialization as are engaged in by the shareholders of the Corporation.
2. To render the professional service through its officers, agents and employees who are medical professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service the Corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.
5. To engage in no other business other than rendering of the professional services herein specified.

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ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$0.001 par value per share. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice dentistry in the State of Florida.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Gregory C. Yadley  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Gene H. Bergmann  
6219 Valley Park Drive  
Sylvania Township, OH 43623-2557

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Gregory C. Yadley  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any

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person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX  
RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE X  
DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of August, 2002.

  
\_\_\_\_\_  
Gregory S. Yadley, Incorporator

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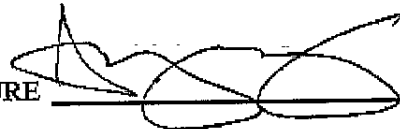
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **GENE H. BERGMANN, D.D.S., P.A.**
2. The name and address of the registered agent and office are:

Gregory C. Yadley  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

SIGNATURE



TITLE: Incorporator

DATE: August 20, 2002

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OFFICE OF CORPORATIONS

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE August 20, 2002