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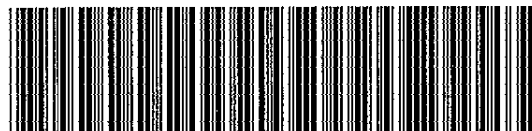
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02 DEC -6 PM 1:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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02 DEC -6 PM 1:03

DIVISION OF CORPORATION

12-6-02  
20-9-02



ACCOUNT NO. : 072100000032

REFERENCE : 845598 81805A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : December 6, 2002

ORDER TIME : 11:53 AM

ORDER NO. : 845598-005

CUSTOMER NO: 81805A

CUSTOMER: Ms. Deborah K. Lewis  
Thomas G. Eckerty, Esq

Suite 89  
12734 Kenwood Lane  
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: KOLESOV & ASSOCIATES, PA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

FILED  
02 DEC -6 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as incorporator for the purpose of forming a professional service corporation (hereinafter referred to as the "Corporation") for profit under the provisions of Florida Statutes §607 et. seq., Florida Business Corporation Act, and §621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation shall be **KOLESOV & ASSOCIATES, PA**, and the mailing address for the Corporation is 137 SW 54<sup>th</sup> Terrace, Cape Coral, Florida 33914.

**ARTICLE II - PURPOSES**

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of dentistry, as are engaged in by dentists.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

- a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at One Dollar (\$1.00) per share.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the Corporation's stock and certificates shall be issued only to dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

#### **ARTICLE IV - DURATION**

The Corporation shall have a perpetual existence.

#### **ARTICLE V - REGISTERED AGENT**

The address of this Corporation's initial registered office is: 12734 Kenwood Lane, Suite 89, Fort Myers, Florida 33907, and the name of its initial registered agent at said address is Thomas G. Eckerty, Esquire.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator is: Yevgeny Kolesov, D.D.S., 137 SW 54<sup>th</sup> Terrace, Cape Coral, Florida 33914.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one (1). The name and address of the initial Board of Directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Yevgeny Kolesov, D.D.S.	137 SW 54 <sup>th</sup> Terrace Cape Coral, Florida 33914

#### **ARTICLE VIII - INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation as part of the corporate records.

#### **ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE X - INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidence their consent are filed with the Secretary of

the Corporation, the action shall be as valid as thought it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XI - INDEMNIFICATION

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

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, in the State of Florida, this 5<sup>th</sup> day of December, 2002.

  
Yevgeny Kolesov, D.D.S., Incorporator

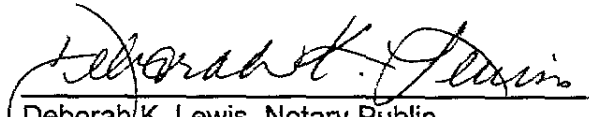
I, Thomas G. Eckerty, Esquire, having been designated as the Registered Agent in the above-stated Corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of §607.0505, Florida Statutes.

  
Thomas G. Eckerty, Esquire, Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 2002, by Yevgeny Kolesov, D.D.S., who produced FLORIDA DRIVER as identification, and who did/did not take an oath.  
LICENSE



  
Deborah K. Lewis, Notary Public  
My Commission Expires: 12/11/2003  
Commission No.: CC893007