

Division of Corporations

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

**Walter R. Van Ness, D.M.D., P.A.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
WALTER R. VAN NESS, D.M.D., P.A.

I, the undersigned, hereby subscribe to the Articles of Incorporation, for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, Florida Statutes, as supplemented by Chapter 621, Florida Statutes, known as "The Professional Service Corporation and Limited Liability Company Act" of the State of Florida.

ARTICLE I

The name of this corporation shall be: Walter R. Van Ness, D.M.D., P.A.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of dentistry. The professional dentistry services involved in this corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) shares of One Cent (\$.01) par value, all of which shall be fully paid and non-assessable. All shares of the corporation's stock and certificates therefore shall be issued only to dentists duly authorized and licensed to practice dentistry in the State of Florida.

ARTICLE IV

The amount of capital with which the corporation will begin shall be and is the sum of One Hundred Dollars (\$100.00).

ARTICLE V

This corporation is to exist perpetually, unless sooner terminated by operation of law.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is: 4436 E. Avocet Ct., Inverness, Florida 34453.

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The shareholders may from time to time move the principal office to any other address in Florida.

**ARTICLE VII**

The stock of this corporation may be issued, owned and registered only in the name or names of one (1) or more professional corporations, professional limited liability companies and/or individual(s) who are duly authorized and licensed to practice dentistry in the State of Florida. In the event that a stockholder becomes legally disqualified to practice dentistry in the State of Florida, the provisions of Florida Statutes section 621.10 shall become applicable.

**ARTICLE VIII**

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles.

**ARTICLE IX**

These Articles of Incorporation may be amended in any manner provided or allowed by law.

**ARTICLE X**

The Board of Directors of the Corporation shall not be less than one (1) nor more than seven (7), unless otherwise provided in the By-Laws. A quorum for the transaction of business shall be a majority of the Directors qualified and acting unless otherwise provided in the By-Laws. The Directors may make or amend the By-Laws; and any meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director, but any such Director must be currently licensed to practice dentistry in the State of Florida and must be so licensed as long as such person serves as a Director.

**ARTICLE XI**

The name and address of the member of the Board of Directors who shall hold office for the first year or until his successor is/are duly elected and qualified shall be:  
Walter R. Van Ness, D.M.D.  
4436 E. Avocet Court  
Inverness, Florida 34453

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ARTICLE XII

The name of the subscriber to these Articles of Incorporation and the number of shares of stock he agrees to take is as follows:

Walter R. Van Ness, D.M.D.

One (1) share

IN WITNESS WHEREOF, I, the undersigned subscriber and incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, this 19<sup>th</sup> day of August, 2003.

W. R. Van Ness, D.M.D. (Seal)  
Walter R. Van Ness, D.M.D.

STATE OF FLORIDA

COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 20 day of August, 2003 by Walter R. Van Ness, D.M.D. who is personally known to me or who has produced Florida Driver's License as identification.

Margaret L. Kopilash  
Notary Public  
Typed or Printed:  
My commission expires:



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CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE AND  
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

WALTER R. VAN NESS, D.M.D., P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Inverness, State of Florida, has named Walter R. Van Ness, D.M.D., located at 4436 E. Avocet Court, City of Inverness, County of Citrus, State of Florida 34453, as its agent to accept service of process within this State.

\*\*\*\*\*

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: W. R. V. AND  
Registered Agent

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