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TALLAHASSEE, FLORIDA

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Law offices of

## Richard Spice Wheeler

a professional association

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2265 Lee Road, Suite 103  
Winter Park, Florida 32789  
Phone: 407-622-0460  
Fax: 407-681-6632  
email: spiceman@mpinet.net

November 21, 2004

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

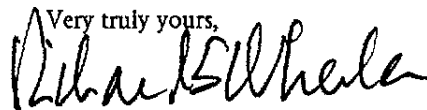
RE: Halifax Plantation Dental Group, P.A.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$87.50, representing the fees for filing and a certified copy of the same.

Also enclosed is the original and one copy of the Certificate Designating Registered Agent signed by the corporation and accepted by the Registered Agent.

Thank you for your assistance in this matter.

Very truly yours,  


Richard S. Wheeler

RSW:id  
State112104.ltr  
enclosures

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Richard Spice Wheeler, B.A., J.D.

Admitted to practice in state and federal courts in New York, the District of Columbia and Florida, and in the U.S. Tax Court

Curtis L. O'Neal, M.B.A., J.D.  
Legal Assistant

**ARTICLES OF INCORPORATION  
OF  
HALIFAX PLANTATION DENTAL GROUP, P.A.**

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DEPT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation is HALIFAX PLANTATION DENTAL GROUP, P.A.

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

**ARTICLE III  
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 and all its fields of specialization, as are engaged in by dentists.
- b) To engage in 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 services 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 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. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 621, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue Seventy Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated as the "Common Shares."

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of the corporation is 3756 Ross Common Drive, Suite 103, Ormond Beach, Florida. The initial registered office of this corporation is 3101 West 13<sup>th</sup> Street, St. Cloud, Florida 34769, and the name of the initial registered agent of this corporation at that address is FRANK J. MURRAY.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) director nor more than five (5) directors. The name and address of the members of the initial Board of Directors of the corporation are:

**NAME**

**ADDRESS**

Frank J. Murray

3101 West 13<sup>th</sup> Street  
St. Cloud, Florida 34769

**ARTICLE VIII  
INCORPORATORS**

The name and address of the Incorporator signing these Articles is Frank J. Murray, whose address is 3101 West 13<sup>th</sup> Street, St. Cloud, Florida 34769.

**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the corporation to the fullest extent permitted by law.

**ARTICLE X  
AMENDMENT**

This corporation reserves the right to amend or repeal any provision of these Articles of

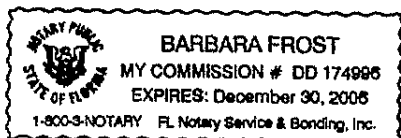
Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 5<sup>TH</sup> day of November, 2004.

Frank J. Murray  
Frank J. Murray, as Incorporator

STATE OF FLORIDA  
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of November, 2004, by FRANK J. MURRAY, who is ☐ personally known to me or ☒ has produced Florida Driver's License/Florida ID Card # M600-220-46-208-0 as identification.



Barbara Frost  
Print Name: Barbara Frost  
Notary Public, State of Florida  
Commission # DD174996 expires 12/30/06

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN FLORIDA; AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

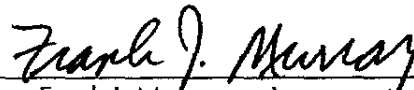
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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In compliance with Sections 48.091 and 621.13, Florida Statutes, the following is submitted:

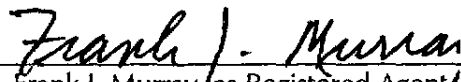
FIRST, that HALIFAX PLANTATION DENTAL GROUP, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 3756 Ross Common Drive, Suite 103, Ormond Beach, Florida, has named FRANK J. MURRAY located at 3101 West 13<sup>th</sup> Street, St. Cloud, Florida 34769, as its agent to accept service of process within the State of Florida.

DATED this 8<sup>th</sup> day of November, 2004.



Frank J. Murray, as Incorporator

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Frank J. Murray as Registered Agent