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01 DEC 29 11:43  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2004 DEC 20 P 3:44

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Donald J. Turner, DDS, PA*

Signature \_\_\_\_\_

Requested by: *WL*

Name \_\_\_\_\_

Date *12/22*

Time *11:00*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**DONALD J. TURNER, D.D.S., P.A.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Donald J. Turner, D.D.S., P.A. and its street address is 2424 Enterprise Road, Suite B, Clearwater, Florida, 33763.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is to engage in the operation of a dental practice specializing in orthodontics and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. Stock in this corporation shall be issued only to individuals licensed to practice dentistry in the State of Florida.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

## **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2424 Enterprise Road, Suite B, Clearwater, Florida, 33763, and the name of the registered agent of this corporation at that address is Donald J. Turner, D.D.S.

## **ARTICLE VII – INCORPORATORS**

The name and address of the person signing these articles of incorporation is:

Donald J. Turner, D.D.S.      927 High View Drive  
Palm Harbor, Florida 34683

## **ARTICLE VII – BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

## **ARTICLE IX – CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3 %) of the shares of this corporation.

## **ARTICLE X – SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XI – GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

## **ARTICLE XII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## **ARTICLE XIII – RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

## **ARTICLE XIV – SHAREHOLDERS' MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

## **ARTICLE XV – MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

## **ARTICLE XVI – POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida Business Corporation Act (F.S. 607) and the Florida Professional Service Corporations and Limited Liabilities Companies Act (F.S. 621).

## **ARTICLE XVII – MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provide by law.

### ARTICLE XVIII – DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

### ARTICLE XIX – INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

### ARTICLE XX – AMENDMENT

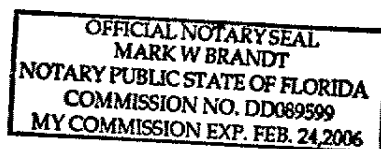
The shareholders shall have the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the procedures approved by the shareholders, from time to time, and made a part of the corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this \_\_\_\_\_ day of December, 2004.

  
Donald J. Turner, D.D.S.

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 2004, by Donald J. Turner, D.D.S., who (☒) is personally known to me or who ( ) has produced \_\_\_\_\_ Driver's License or \_\_\_\_\_ as identification.



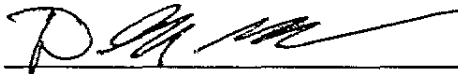
  
Notary Public

My Commission Expires:

CERTIFICATE

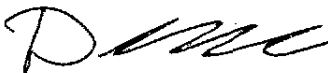
DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED: DONALD J. TURNER, D.D.S., P.A. desiring to organize or qualify under the  
laws of the State of Florida, with the principal place of business at 2424 Enterprise Road, Suite  
B, Clearwater, Florida, 33763, has named DONALD J. TURNER as its resident agent to accept  
service of process within Florida.

Signature:   
Title: President  
Date: 12/17/04

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the place  
designated in the 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 and complete performance of my duties.

Signature:   
Date: 12/17/04

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