

JAN 5 2006 3:21PM

CRARY BUCHANAN

NO 703

P. 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Michael G. Cook, D.M.D., P.A.

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CRARY BUCHANAN

NO. 7078 P. 2

FAX AUDIT NUMBER: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
MICHAEL G. COOK, D.M.D., P.A.**

The undersigned, hereby associate themselves for the purpose of becoming a professional corporation for profit under the provisions of Chapter 807, FLORIDA STATUTES (2005), the "Florida General Corporation Act" and Chapter 621, FLORIDA STATUTES (2005), the "Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation shall be: MICHAEL G. COOK, 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 the practice of dentistry as defined and regulated by Chapter 466, FLORIDA STATUTES (2005).

The professional services involved in the corporation's practice of dentistry may be rendered only through or supervised by its officers, agents and employees who are duly authorized and licensed as Dentists in the State of Florida.

This corporation shall not engage in any business other than the practice of dentistry and related and ancillary dental services. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

Prepared by:  
Lawrence E. Crary III, Esquire  
555 Colorado Avenue  
Stuart, Florida 34994  
(772) 287-2600  
Fla. Bar No.: 250414

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### ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of the par value of One (\$1.00) Dollar per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

### ARTICLE IV

The amount of capital with which this corporation will begin business shall be at least the sum of One Thousand (\$1,000.00) Dollars.

### ARTICLE V

The corporation shall have perpetual existence.

### ARTICLE VI

The principal office of this corporation shall be located in the County of St. Lucie, State of Florida, and the post office address of said principal office of the corporation shall be 10690 South U.S. Highway 1, Port St. Lucie, Florida 34952.

### ARTICLE VII

The number of directors of this corporation shall be a maximum of five (5) and a minimum of one (1). There shall be one (1) initial director of this corporation.

### ARTICLE VIII

The name and post office address of the member(s) of the first Board of Directors, who, subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Michael G. Cook

10690 South U.S. Highway 1,  
Port St. Lucie, Florida 34952

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**ARTICLE IX**

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

Michael G. Cook

10690 South U.S. Highway 1,  
Port St. Lucie, Florida 34952

The subscriber certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereinabove.

**ARTICLE X**

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice dentistry in the State of Florida, and no stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice in the State of Florida.

The corporation's stockholders are specifically authorized from time to time to adopt by-laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

**ARTICLE XI**

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 XII**

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the

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**FAX AUDIT NUMBER:** \_\_\_\_\_

general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is, or are, interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

#### **ARTICLE XIII**

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on the stockholders herein are granted subject to this reservation.

#### **ARTICLE XIV**

The initial Registered Agent and Registered Office of this corporation in the State of Florida shall be:

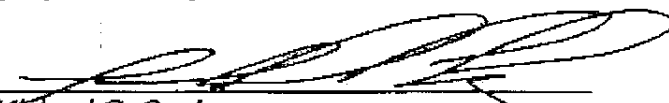
Lawrence E. Crary III

555 Colorado Avenue  
Stuart, Florida 34994

**FAX AUDIT NUMBER:** \_\_\_\_\_

FAX AUDIT NUMBER: \_\_\_\_\_

IN WITNESS WHEREOF the undersigned subscribing incorporator has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and does hereby make, subscribed, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true, this 5 day of January, 2006.

  
Michael G. Cook

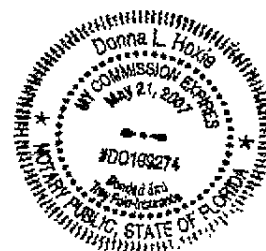
STATE OF FLORIDA       )  
COUNTY OF MARTIN    )

BEFORE ME, personally appeared this day, Michael G. Cook, the party to the foregoing Articles of Incorporation, to me well known and to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of incorporation as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 5<sup>th</sup> day of January, 2006.

  
NOTARY PUBLIC  
My Commission expires:

(Notary Seal)



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NO. 7078 P. 7

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### ACKNOWLEDGMENT OF REGISTERED AGENT

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

  
\_\_\_\_\_  
Lawrence E. Crary III

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