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FLORIDA PROFIT/NON PROFIT CORPORATION

Chadwick J. Marshall, D.M.D., M.D., P.A.

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ARTICLES OF INCORPORATION
OF
CHADWICK J. MARSHALL, D.M.D., M.D., P.A.

The undersigned, for the purpose of creating a professional service corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is **CHADWICK J. MARSHALL, D.M.D., M.D., P.A.** ("Corporation") and its principal office and mailing address is 42 Business Centre Drive, Suite 210, Miramar, Beach, Florida 32550.

ARTICLE TWO
NATURE OF BUSINESS

The nature of the business to be transacted by the Corporation shall be to engage in every aspect in the practice of oral and maxiofacial surgery, and all its related fields and specializations, as are engaged in by Chadwick J. Marshall. The professional services rendered by the Corporation may be rendered only through individuals duly licensed to render medical professional services as the Corporation under the laws of the State of Florida. The Corporation shall not engage in any business other than the rendition of the professional medical services specified herein. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and may own or lease real and personal property necessary for the rendering of the

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specified professional medical services.

The common stock of the Corporation may not be issued to anyone other than an individual who is duly licensed to render professional medical services. No shareholder of the Corporation shall enter into a voting trust agreement or other type of agreement vesting any other person with the authority to exercise the voting power of any or all of his/her shares of common stock of the Corporation.

ARTICLE THREE **CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR **TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE FIVE **REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The registered agent for the Corporation shall be WILLIAM G. KILPATRICK, JR. and the initial registered office of the Corporation is 35008 Emerald Coast Parkway, Suite 203, Destin, Florida 32541.

ARTICLE SIX **BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the shareholders, but shall never be less than one.

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The name and address of the initial Board of Directors of the Corporation is as follows:

CHADWICK J. MARSHALL
42 Business Centre Drive, Suite 210
Miramar Beach, Florida 32550

The person named as initial director shall hold office for the first year of existence of this Corporation or until his/her successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE SEVEN INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

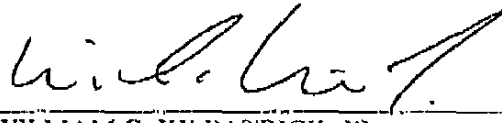
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ARTICLE NINE
INCORPORATOR

The name and address of the incorporator is WILLIAM G. KILPATRICK, JR., 35008 Emerald Coast Parkway, Suite 203, Destin, Florida 32541.

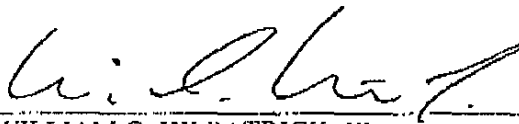
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on this 14th day of June, 2006.



WILLIAM G. KILPATRICK, JR.,
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for CHADWICK J. MARSHALL, D.M.D., M.D., P.A., and acknowledge my acceptance with my signature below on this 14th day of June, 2006.



WILLIAM G. KILPATRICK, JR.,
Registered Agent

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