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# ARTICLES OF INCORPORATION OF LIGHTHOUSE DENTAL OF SOUTH FLORIDA, P.A.

We, the undersigned subscriber to these Articles of Incorporation, do hereby associate ourselves together to form a professional service corporation under the laws of the State of Florida, by and under the provisions of Chapter 621, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

#### **ARTICLE I**

The name of the corporation shall be:

# LIGHTHOUSE DENTAL OF SOUTH FLORIDA, P.A.

#### ARTICLE II

The nature of the business to be transacted by this professional service corporation is to render professional medicine services to the general public and to do all things in connection therewith that are customarily done by persons qualified to practice dental services in the State of Florida and in accordance with "The Professional Service Corporation Act" of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real and personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no others.

# ARTICLE III

The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock at a par value of One Dollar (\$1.00) per share. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended by the Small Business Tax Revision Act of 1958. All of said stock shall be payable in cash or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

# <u>ARTICLE IV</u>

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

#### ARTICLE V

The duration of this corporation shall be perpetual.

# **ARTICLE VI**

The corporation's principal office and mailing address is 542 North U.S. Highway One, Tequesta, Florida 33469.

The Board of Directors may, from time to time, move the principal office to any other business in the State of Florida.

#### **ARTICLE VII**

This corporation shall have not less than one (1) director, initially. The number of directors may be increased or decreased from time to time, by the By-Laws

adopted by the stockholders.

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# **ARTICLE VIII**

The names and post office addresses of the members of the first Board of Directors are:

NAME ADDRESS

Donna DiCrescento, D.D.S. 542 North U.S. Highway One Tequesta, Florida 33469

# **ARTICLE IX**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore, the proceeds of which amount to at least Five Hundred Dollars (\$500.00), are:

NAME & ADDRESS	NO. OF SHARES	<u>VALUE</u>
Donna DiCrescento, D.D.S. 542 North U.S. Highway One Tequesta, Florida 33469	500	\$500.00

#### ARTICLE X

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that an amendment to these

Articles of Incorporation be made.

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#### **ARTICLE XI**

- 1. No one other than an individual who is duly licensed as a physician under the laws of the State of Florida may own any corporate stock of this corporation, nor may any stockholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- 2. If any officer, stockholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services, his employment with and financial interest in this corporation shall cease forthwith, except to receive payment for such shares of stock in this corporation as are owned by him and any other amounts that are lawfully due the stockholder by the corporation.
- 3. No stockholder of this corporation and no personal representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is duly licensed or otherwise legally authorized within this state to render the same professional service of this corporation.
  - 4. The Board of Directors is 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 those shares of stock should the stockholders' interest be terminated for any reason.

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5. The corporation shall have the power to enter into, for the benefit of its employees, one (1) or more of the following: (a) a pension plan; (b) a profit sharing plan; (c) a stock bonus plan; (d) a thrift and savings plan; (e) a restricted stock option plan; or (f) other retirement or incentive compensation plans.

#### **ARTICLE XII**

The subscribers to these Articles of Incorporation have named **Donna DiCrescento, D.D.S.,542 North U.S. Highway One, Tequesta, Florida 33469**,as its agent to accept process of service within the State of Florida.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock herein above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this <a href="#">12</a> day of September, 2006.

Signed, sealed and delivered in the presence of:	
Millique	Voura Vilrescento (SEAL)
Witness Signature  Wichelle Gwen  Printed Name of Witness	Donna Dicrescento, DOS
Witness Signature	•
Printed Name of Witness	
STATE OF FLORIDA COUNTY OF WWW.	
The foregoing instrument was	s acknowledged before me this <u>(</u> day of
September, 2006	6, by <b>DONNA DICRESCENTO, D.D.S.</b> , □ who
is personally known to me or ☑ who	o has produced Drivers (ICENSE
as identification.	
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	Notary Public, State of Florida Michelle Fronzen
	MICHELLE GORDON  Notary Public - State of Florida  My Commission Expires Oct 4, 2008  Commission # DD 458032  Bonded By National Notary Assn.

# **ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for LIGHTHOUSE DENTAL OF SOUTH FLORIDA, P.A. at the place designated in the Articles of Incorporation, DONNA DICRESCENTO, D.D.S. agrees to act in that capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated this \_\_\_/\_\_ day of September, 2006.

DONNA DICRESCENTO, D.D.S.

Registered Agent