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B. McKnight FEB 25 2008

# FASSETT, ANTHONY & TAYLOR, P.A.

ATTORNEYS AT LAW

LADD H. FASSETT  
ROBERT W. ANTHONY  
JOHN A. TAYLOR

PHIL A. D'ANIELLO  
BETH ANN GAUSE  
CHARLES A. KOHLER  
TERRENCE J. MCGUIRE  
BENJAMIN A. SWIFT

1325 WEST COLONIAL DRIVE  
ORLANDO, FLORIDA 32804

TELEPHONE (407) 872 - 0200  
TELECOPIER (407) 422 - 8170

JASON C. KELLY

Direct Extension: 3002  
Email: [JKelly@fassettlaw.com](mailto:JKelly@fassettlaw.com)  
<http://fassettlaw.leadcounsel.com>

February 19, 2008

## Via Certified Mail-Return Receipt

Florida Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Doctor Paul M. Helsby, P.A.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation in the name of the above-referenced corporation;
2. Our check in the amount of \$78.75 representing the filing fee for the Articles and the filing fee for the Designation of Registered Agent

Please file the enclosed document and return a certified copy of the Articles to my attention as soon as possible. We have enclosed a stamped envelope for your use in returning the certified copy. If you have any questions please contact the undersigned.

Sincerely,



Jason C. Kelly

JCK:jb  
Enclosures

ARTICLES OF INCORPORATION  
OF  
DOCTOR PAUL M. HELSBY, P.A.

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I – NAME OF CORPORATION

The name of this corporation shall be DOCTOR PAUL M. HELSBY, P.A.

ARTICLE II – DURATION

This corporation shall exist perpetually.

ARTICLE III – INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at 1801 Kalurna Court, Orlando, Florida 32803.

ARTICLE IV – PURPOSE

This corporation is organized for the purpose of conducting a dental practice and the transaction of any and all lawful business.

ARTICLE V – CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-

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assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in amendment to its Certificate of Incorporation.

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

The street address of the initial registered office of this corporation shall be 1801 Kalurna Court, Orlando, Florida 32803.

The name of the initial registered agent of this corporation at that address shall be Paul M. Helsby.

#### ARTICLE VII – INITIAL DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors initially. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Paul M. Helsby	1801 Kalurna Court Orlando, Florida 32803
Kathy Helsby	1801 Kalurna Court Orlando, Florida 32803

### ARTICLE VIII – OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Paul M. Helsby	1801 Kalurna Court Orlando, Florida 32803	President/Treasurer
Kathy Helsby	1801 Kalurna Court Orlando, Florida 32803	Vice President/Secretary

### ARTICLE IX – PREEMPTIVE RIGHTS

This corporation elects have preemptive rights.

### ARTICLE X – SPECIAL PROVISIONS

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361, et seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

### ARTICLE XI – INDEMNITY

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or

indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

#### ARTICLE XII – INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Paul M. Helsby  
1801 Kalurna Court  
Orlando, Florida 32803

#### ARTICLE XIII – BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

#### ARTICLE IX – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day of February, 2008.

  
PAUL M. HELSBY

STATE OF FLORIDA,  
COUNTY OF ORANGE.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared PAUL M. HELSBY, to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this

15<sup>th</sup> day of February, 2008.

(SEAL)



*Joan W. Byrd*  
Notary Public, State of Florida  
Print Name: Joan W. Byrd  
My commission expires:

CERTIFICATE DESIGNATING PLACE OF REGISTERED  
OFFICE FOR SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING REGISTERED AGENT UPON  
WHICH PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

THAT DOCTOR PAUL M. HELSBY, P.A. desiring to organize under the laws  
of the State of Florida, with its principal office as indicated in the Articles of  
Incorporation, in the City of Orlando, County of Orange, State of Florida, has named as  
its Registered Agent, Paul M. Helsby, 1801 Kalurna Court, Orlando, Florida 32803, to  
accept service of process within this State.

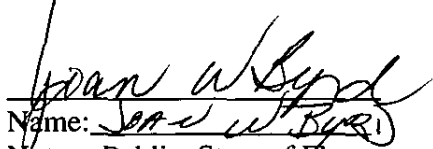
ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.

  
Paul M. Helsby

SWORN TO AND SUBSCRIBED before me this 22nd day of February, 2008 by  
Paul M. Helsby, who is personally known to me or who produced  
as identification and who did take an oath.



  
Name: Joan W. Byrd  
Notary Public, State of FL  
My commission expires