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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Signature Dental & Vision Corporation**

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March 20, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORP

SUBJECT: SIGNATURE DENTAL & VISION CORPORATION  
REF: W08000014677

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
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**FILED**  
2008 MAR 19 A 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SIGNATURE DENTAL & VISION CORPORATION

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the Corporation shall be SIGNATURE DENTAL & VISION CORPORATION.

ARTICLE II

Principal Office

The principal office and mailing address of the Corporation is 200 North Martingale Road, Schaumburg, Illinois 60173.

ARTICLE III

Nature of Business

The Corporation's primary business is the operation of a discount medical plan. The Corporation may engage in any other business allowed or permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

##### Shares

The number of common shares of stock that this Corporation is authorized to have is one hundred (100) shares.

#### ARTICLE V

##### Initial Board of Directors

The initial Board of Directors shall consist of one member. The name and street address of the member of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified is as follows:

Patrick M. O'Brien, Sr.  
200 North Martingale Road  
Schaumburg, Illinois 60173

#### ARTICLE VI

##### Address of Registered Office and Registered Agent

The name of the initial registered agent and address of the initial registered office of the Corporation in the State of Florida shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors shall consist of one member. The name and street address of the member of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified is as follows:

Patrick M. O'Brien, Sr.  
200 North Martingale Road  
Schaumburg, Illinois 60173

## ARTICLE IX

### Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

## ARTICLE X

### Transactions in Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction

by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE XI

##### Indemnification of Directors and Officers

The Corporation is authorized to indemnify any Director or officer to the fullest extent permitted by law.

#### ARTICLE XII

##### Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

#### ARTICLE XIII

##### Effective Date

These Articles of Incorporation shall be effective on the date they are filed with the Florida Secretary of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator  
to the foregoing Articles of Incorporation has hereunto set her hand this 18<sup>th</sup> day of March, 2008.

Nancy M. Liu  
NANCY M. LIU

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF MONTGOMERY

This instrument was acknowledged before me this 18<sup>th</sup> day of March, 2008, by Nancy  
M. Liu, who is personally known to me.

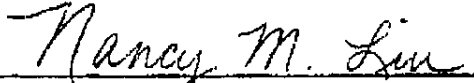
Kathryn T. Potok  
Notary Public  
My commission expires:

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Kathryn T. Potok, Notary Public  
Upper Dublin Twp., Montgomery County  
My Commission Expires Nov. 13, 2011  
Member, Pennsylvania Association of Notaries


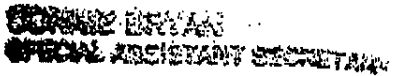
**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

SIGNATURE DENTAL & VISION CORPORATION, desiring to organize as a corporation under the laws of the State of Florida, has designated \_\_\_\_\_, as its initial Registered Office and has named \_\_\_\_\_, located at said address, as its initial Registered Agent.

  
NANCY M. LIU  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

  
By: \_\_\_\_\_  
Name: 

For: CT CORPORATION SYSTEM  
Date: 3/19/2008

**FILED**  
2008 MAR 19 A 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA