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2008 MAY -5 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Richard A Kapitani, DDS, MS, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Dr. Richard Kapitani
Name (Printed or typed)

800 W Morse Blvd Suite 2
Address

Winter Park, FL 32789
City, State & Zip

407 628 5400
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
of
RICHARD A. KAPITAN, D.D.S., M.S., P.A.

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2008 MAY -5 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, desiring to form a corporation under Title XXXVI, Chapter 607 et seq. of the Florida Statutes does hereby certify:

ARTICLE ONE
NAME

The name of the Corporation is Richard A. Kapitan, D.D.S., M.S., P.A.

ARTICLE TWO
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation in the State of Florida and County of Orange is 800 West Morse Boulevard, Suite 2, Winter Park, Florida 32789.

ARTICLE THREE
PURPOSE

The purposes for which said corporation is formed is to provide and practice oral maxillofacial surgery, to invest corporate funds in real estate, mortgages, stocks and bonds, and own real estate and personal property necessary for the rendering of professional services.

ARTICLE FOUR
SHARE STRUCTURE

Number and Type

4.1 The maximum number of shares that the Corporation is authorized to have outstanding is 1000 shares. All shares shall be without par value.

Authority of Board of Directors

4.2 Shares without par value may be issued pursuant to subscriptions executed by the Company for consideration as may be fixed by the Board of Directors or as established by a shareholders agreement. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the Board of Directors and has been paid or delivered, shall be fully paid and non-assessable.

Dividends

4.3 The Board of Directors, by unanimous vote, is hereby authorized to fix and determine whether any, and if any, what part of surplus, however, created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part of it, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholders' Actions

4.4 To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote on that action) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE FIVE **AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or in the future as permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or greater number as may be then required by statute) shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares, or any other rights of a dissenting shareholder.

ARTICLE SIX **INTERESTED DIRECTORS AND OFFICERS**

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm, an officer, a director, a shareholder, or a trustee of a corporation, or a trustee or beneficiary of a trust, or otherwise connected with any other enterprise, in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member, or any corporation of which he or she is an officer, shareholder, director, or trustee, or any trust of which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the

existence of a quorum at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if her or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there are any) his or her good faith be presumed in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE SEVEN **INDEMNIFICATION**

Right to Indemnification

8.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, courts costs, and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employees until a majority of the Board of Directors has determined by majority vote at a meeting, or by a written instrument signed by a majority of all of the directors, that the officer, director or employee:

- (a) Was not grossly negligent in his or her duty to the Corporation or guilty of intentional misconduct in the performance of duties to the Corporation;
- (b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and
- (c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding shall be entitled to vote at meeting or to sign the written instrument and by those means be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

8.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may

be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county where the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b) and (c) of Paragraph 8.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE EIGHT **PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have all preemptive or preferential rights, as such rights are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

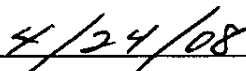
ARTICLE NINE **REGISTERED AGENT**

The name and Florida street address of the registered agent is Richard A. Kapitan, 800 West Morse Blvd., Suite 2, Winter Park, FL 32789.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.




Signature/Registered Agent



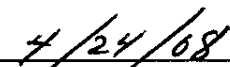
Date

ARTICLE TEN **INCORPORATOR**

The name and address of the incorporator is Richard A. Kapitan, 800 West Morse Blvd., Suite 2, Winter Park, FL 32789.



Signature/Incorporator

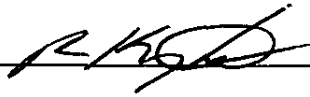


Date

ARTICLE ELEVEN **OFFICERS AND DIRECTORS**

The name and address of the President, Secretary and Director of the Corporation is Richard A. Kapitan, 800 West Morse Blvd., Suite 2, Winter Park, FL 32789.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of April, 2008.



President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA