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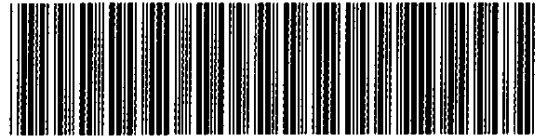
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2008 MAY 29 A 11:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-30-08  
200

# LUDWIG & ASSOCIATES P.A.

ATTORNEYS AT LAW  
Business, Employment, Aviation & Immigration

PHONE: (904) 281-0145  
FAX: (904) 493-0384

5150 BELFORT ROAD SOUTH  
BUILDING 500  
JACKSONVILLE, FLORIDA 32256

Jeffrey R. Ludwig, Esq.

May 27, 2008

Department of State  
Division of Corporations  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, FL 32399

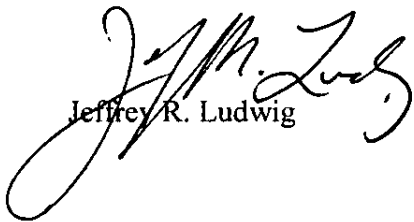
**Re: St. Johns Dental Care, P.A.**

Dear Sir/Madam:

Enclosed are an original and copy of the Articles of Incorporation for the above corporation which need to be recorded and filed. Also enclosed is our firm's check for \$70.00 in payment of the filing fee. Please return to us a recorded copy of the Articles for filing in our client's file in the self-addressed, stamped envelope provided.

Thank you for attention to this matter. If you have any questions, please do not hesitate to contact this office.

Very truly yours,

  
Jeffrey R. Ludwig

JRL/mh  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
ST. JOHNS DENTAL CARE, P.A.**

**FILED**  
2008 MAY 29 A 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation is: St. Johns Dental Care., P.A. The principal office of the corporation is located at 2225 A1A South, Suite A3, St. Augustine, Florida 32080.

**ARTICLE II**

The existence of this corporation shall commence upon the filing of these Articles. This corporation shall thereafter have perpetual existence.

**ARTICLE III**

The purpose for which this corporation is organized is the practice of dentistry and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

**ARTICLE IV**

The aggregate number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares, consisting of one class only, designated as "common stock," one dollar (\$1.00) par value. Each issued and outstanding share shall be entitled to one vote. The shareholders, by either shareholders' agreement recorded in the minute book or bylaw provision, may impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE V**

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

**ARTICLE VI**

The initial number of directors for the corporation shall be one (1), and the shareholders, from time to time, in accordance with the bylaws and Article XII hereof, may change the number of directors, but in no case shall be less than one (1) director.

## ARTICLE VII

The names and post office addresses of the first Board of Directors, who each shall hold office for the first year of existence of the corporation or until his or her successor is elected or appointed and qualified are:

Michelle D. Huckle	2225 A1A South, Suite A3
	St. Augustine, Florida 32080

## ARTICLE VIII

The name and post office address of the incorporator of these Articles of Incorporation is Michelle D. Huckle, 2225 A1A South, Suite A3, St. Augustine, Florida 32080.

## ARTICLE IX

The address of the initial registered office of this corporation is 5150 Belfort Road S, #500, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Ludwig & Associates, P.A.

## ARTICLE X

All of the shareholders, directors and officers of the corporation are required at all times to be persons licensed to practice medicine in the State of Florida. If any shareholder, director, agent or employee of the corporation who has been rendering professional medical services to the public becomes legally disqualified to render professional medical services in the State of Florida, or such person accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of professional medical services, then such person shall sever all employment with, and financial interests in, the corporation, subject to the terms of any bylaws or written agreements by and between such person and the corporation and/or the other shareholders which are not inconsistent with the requirements of the laws of the State of Florida. If at any time all of the shareholders of the corporation shall cease, at any one time and for any reason, to be licensed to practice dentistry in the State of Florida, the corporation shall thereupon be deemed to be converted into and shall henceforth be operated solely as a business corporation.

## ARTICLE XI

The Board of Directors is specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set out his hand and seal this 22<sup>nd</sup> day of May, 2008.

Signed, sealed and delivered  
in the present of:

J. M. Zup  
Margaret Harrop

Michelle D. Hucke  
MICHELLE D. HUCKE

STATE OF FLORIDA           )  
  )  
COUNTY OF ST. JOHNS    )

The foregoing instrument was sworn to and acknowledged before me this 22 day of May, 2008, by MICHELLE D. HUCKE. MICHELLE D. HUCKE is personally known to me.

Linda Baker  
Signature of Notary

Name of Notary: Linda Baker  
Commission Number: DD574916  
My Commission expires: 9-13-2010



**Linda Baker**  
Commission # DD574916  
Expires September 13, 2010  
Bonded Troy Fair - Insurance, Inc. 800-385-7019

**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**FILED**  
2008 MAY 29 A 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That St. Johns Dental Care, P.A., is a professional corporation duly organized and existing under the laws of the State of Florida, has named Ludwig & Associates, P.A., located at 5150 Belfort Road S., #500, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

ST. JOHNS DENTAL CARE, P.A.

05-22-2008

Date

By:



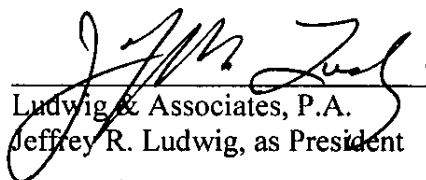
Michelle D. Hucke

**ACCEPTANCE**

Having been named to accept service of process for St. Johns Dental Care, P.A., at the place designated in this certificate, this corporation hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

05-22-2008

Date

  
Ludwig & Associates, P.A.  
Jeffrey R. Ludwig, as President