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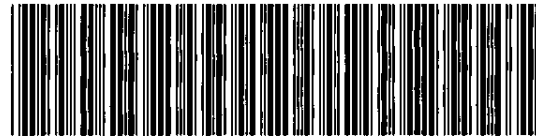
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RECEIVED  
08 NOV 25 AM 10:48  
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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
2008 NOV 25 A 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 804458 7518993

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : November 25, 2008

ORDER TIME : 9:53 AM

ORDER NO. : 804458-005

CUSTOMER NO: 7518993

DOMESTIC FILING

NAME: DR. JOEL K. CAUDILL, DDS, P.A.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
2008 NOV 25 A 9 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**FILED**

**OF**

**2008 NOV 25 A 9 20**

**DR. JOEL K. CAUDILL, DDS, P.A.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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The undersigned subscriber to these Articles of Incorporation, a natural person, hereby associates themselves in order to form a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

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**ARTICLE I**

**NAME**

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The name of this corporation is: **DR. JOEL K. CAUDILL, DDS, P. A..**

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**ARTICLE II**

**DURATION**

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This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

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### **ARTICLE III**

#### **PURPOSE**

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This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of dentistry and all of its fields of specialization as are engaged in by dentists in this state.
2. To engage and render the professional service involved only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.
5. To engage in no other business other than rendering of the professional services herein specified.

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### **ARTICLE IV**

#### **CAPITAL STOCK**

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This corporation is authorized to issue(100) shares of \$1.00 par value common stock. Shares of the corporation's stock and certificates therefore shall be issued only to **JOEL K. CAUDILL, DDS** in good standing and duly licensed or otherwise legally

authorized within the State of Florida to render the same professional service as this corporation.

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## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

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The principal office of the corporation shall be located at 2118 W. Brandon Blvd., Brandon, Florida 33511.

The street address of the initial registered office of this corporation is 811-B Cypress Village Blvd., Ruskin, Florida 33573-6724, and the name of the initial registered agent of this corporation at that address is **OWENS LAW GROUP, P. A.**

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## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

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This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

**Name**

**Address**

**JOEL K. CAUDILL, DDS**

**3101 W. Fair Oaks Ave.  
Tampa, Florida 33611**

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**ARTICLE VII**  
**INCORPORATORS**

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The name and address of the person signing these Articles is:

**Name**

**Address**

**JOEL K. CAUDILL, DDS**

**3101 W. Fair Oaks Ave.  
Tampa, Florida 33611**

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**ARTICLE VIII**  
**AMENDMENT**

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1. The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

2. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this

amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

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## **ARTICLE IX**

### **SEVERANCE AND TERMINATION OF EMPLOYMENT**

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If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional medical services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VIII (2) dealing with "Amendments." Should any amendment be effected with changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

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## **ARTICLE X**

### **RIGHTS OF STOCKHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE IX**

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If any stockholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article VIII (2), the financial interest of such shareholders shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

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## **ARTICLE XI**

### **INDEMNIFICATION**

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The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.



ARTICLE XII

BY-LAWS

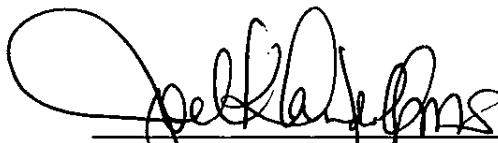
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors.

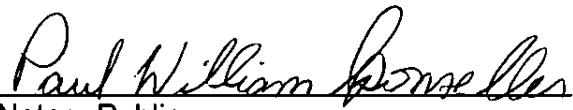
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21<sup>st</sup> day of November, 2008.

  
JOEL K. CAUDILL, DDS

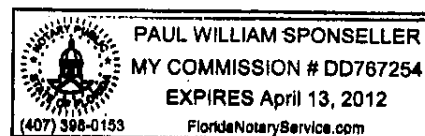
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of November, 2008, by **JOEL K. CAUDILL, DDS.**

  
Notary Public  
My Commission Expires: APRIL 13, 2012

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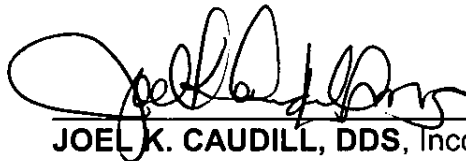
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
2008 NOV 25 A 9 20

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following  
is submitted:

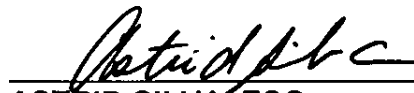
First--that **JOEL K. CAUDILL, DDS**, desiring to organize under the laws of the State  
of Florida, with its registered office at 811-B Cypress Village Blvd., Ruskin, Florida 33573,  
Hillsborough County, has named **OWENS LAW GROUP, P. A.**, at that address as its agent  
to accept service of process within this state.

DATED: Nov. 21<sup>st</sup>, 2008.

  
JOEL K. CAUDILL, DDS, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation,  
at place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of all statutes relative to the proper and complete performance  
of my duties.

  
ASTRID SILVA, ESQ.  
on behalf of **OWENS LAW GROUP, P. A.**,  
Registered Agent