

P08000110150

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200139056982

12/19/08--01033--007 \*\*78.75

08 DEC 19 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

1/14

MCKINLEY, ITTERSAGEN, GUNDERSON,  
BERNTSSON, WAKSLER & WIDEIKIS, LLP  
ATTORNEYS AT LAW

ROBERT C. BENEDICT  
ROBERT H. BERNTSSON  
MIKO P. GUNDERSON  
SCOTT D. ITTERSAGEN  
MICHAEL R. MCKINLEY  
GERI L. WAKSLER  
JOHN L. WIDEIKIS

18401 MURDOCK CIRCLE, SUITE C  
PORT CHARLOTTE, FLORIDA 33948  
(941) 627-1000  
TELEFAX (941) 255-0684  
E-MAIL mmckinley@migblaw.com

1861 PLACIDA ROAD, SUITE 204  
ENGLEWOOD, FLORIDA 34223  
(941) 474-7713  
TELEFAX (941) 474-8276  
E-MAIL  
*Reply To: Port Charlotte*

December 16, 2008

VIA UPS OVERNIGHT MAIL

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: The Promenade Dental Center, PA

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation of the above-referenced corporation, to be filed with your office. We have also enclosed our check in the amount of \$78.75 to cover the filing fee and certificate of status. Thank you in advance for your assistance.

Sincerely,

  
Michael R. McKinley

MRM/sc  
Enclosures

APPROVED  
AND  
FILED

08 DEC 19 PM 1:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE PROMENADE DENTAL CENTER, PA**

I, the undersigned, being of full age, do hereby subscribe for the purposes of forming and organizing a corporation for profit under the Corporation Laws of the State of Florida, and hereby adopt and declare the following Articles of Incorporation covering the existence and organization of this corporation:

**ARTICLE I**

The name of the corporation shall be The Promenade Dental Center, PA.

**ARTICLE II**

This corporation is formed to conduct a dental practice rendering dentistry services to the public under the laws of the United States of America and the State of Florida and to engage in any services or activities associated with the general practice of dentistry.

**ARTICLE III**

The maximum number of shares of stock authorized to be issued by this corporation shall be limited to one thousand (1,000) shares of common stock of the par value of \$1 00 per share, and each share of common stock shall entitle the holder thereof to one vote at any stockholders' meeting and said common stock shall otherwise fully participate in all stockholders' meetings and in the assets of the corporation, and shall be fully paid and non-assessable. Said shares shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the corporation or its Board of Directors

Subject to the provisions of the Corporation Laws of the State of Florida, the directors may enter into contracts with the holders of the common stock of the corporation for the purchase of any number of shares of such common stock held by such stockholders on such terms and conditions as may be agreed upon, provided that no such purchase or redemption of such common stock shall be made in any manner that will reduce the aggregate amount of the assets of the corporation, at a fair and just valuation, below an amount sufficient to equal the value of all remaining outstanding stock of the corporation plus all other liabilities of the corporation, and provided further that no such purchase of shares shall operate as a reduction of the number of shares which this corporation is authorized to have outstanding, and that all shares of stock so purchased shall be held in the treasury of the corporation subject to reissue for a sufficient consideration on the order of the Board of Directors.

#### ARTICLE IV

This corporation shall commence corporate existence on the date of this filing of these Articles with the Department of State and thereafter have perpetual existence, unless sooner dissolved by law.

#### ARTICLE V

The street address and mailing address of the principal office of the corporation is Bonita Bay Medical Center, 26800 South Tamiami Trail, Suite 350, Bonita Springs, FL 34134 The name of the initial registered agent is Michael R. McKinley, Esq. and the street address of the initial registered office of the corporation is 18401 Murdock Circle, Port Charlotte, Florida 33948.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial director of this corporation are: Dr. Ivan Terrero, 12715 Aviano Drive, Naples, FL 34105.

ARTICLE VII

The name and post office address of the incorporator signing these articles are: Michael R. McKinley, Esq., 18401 Murdock Circle, Port Charlotte, Florida 33948.

ARTICLE VIII


The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation this \_\_\_\_ day of December, 2008.

  
Michael R. McKinley, Esq.

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was subscribed before me this 16<sup>th</sup> day of December, 2008, by Michael R. McKinley, Esq., the incorporator of the above-named corporation.

  
Notary Public

Personally known ☒ OR Produced Identification ☐  
Type of identification Produced \_\_\_\_\_



SUSAN C. JOHNSON  
MY COMMISSION # DD 717487  
EXPIRES: December 11, 2011  
Bonded Thru Budget Notary Services

APPROVED  
AND  
FILED

08 DEC 19 PM 1:22

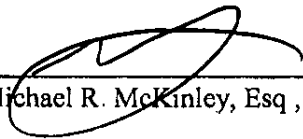
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: The Department of State  
Tallahassee, Florida 32314

CERTIFICATE DESIGNATING REGISTERED AGENT

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

Dated: December \_\_, 2008

  
\_\_\_\_\_  
Michael R. McKinley, Esq , Registered Agent