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Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

DAVID D. WHITAKER, D.M.D., M.S., P.A.

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Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DAVID D. WHITAKER, D.M.D., M.S., P.A.**

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, and admitted to practice as a dental physician under the laws of the State of Florida, hereby associates himself to form a Professional Services Corporation under the laws of the State of Florida, by virtue of the provisions of Chapters 621 and 607, Florida Statutes.

ARTICLE I
NAME

The name of the corporation is: DAVID D. WHITAKER, D.M.D., M.S., P.A.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal office of the Corporation is located at:

6031 Dr. MLK Jr. St. N.
St. Petersburg, FL 33703

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is the practice of dental medicine by graduate physicians licensed to practice in the State of Florida and the furnishing of related clinical professional services. In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida as is necessary for the rendering of this practice, including but not limited to, the following:

1. 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.
2. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
3. To purchase or lease real and personal property necessary for the rendering of

professional services hereby authorized.

4. To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.
5. The creation of employee benefit plans and trusts incidental thereto.
6. The redemption, purchase, retention, sale and transfer of its own capital stock.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than *One Thousand Dollars (\$1000.00)*.

ARTICLE VI

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII

SPECIAL PROVISION

It is the intent of the Incorporator that this Corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is 6031 Dr. MLK Jr. St. N., St. Petersburg, FL 33703, and the name of the initial Registered Agent of this Corporation in the State of Florida at that address is DAVID D. WHITAKER, D.M.D.

ARTICLE IX

DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased from time to time, by amendment to the By-laws, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTOR(S)

The name and street address of the member(s) of the first Board of Directors is:

DAVID D. WHITAKER, D.M.D.
6031 Dr. MLK Jr. St. N.
St. Petersburg, FL 33703

ARTICLE XI

INITIAL OFFICERS

The names and street addresses of the first Officers are:

Name and Address

DAVID D. WHITAKER, D.M.D.
6031 Dr. MLK Jr. St. N.
St. Petersburg, FL 33703

Title

President, Vice President,
Secretary and Treasurer

ARTICLE XII

INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

DAVID D. WHITAKER, D.M.D.
6031 Dr. MLK Jr. St. N.
St. Petersburg, FL 33703

The Incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business as is set forth herein.

ARTICLE XIII
INDEMNITY OF DIRECTORS AND OFFICERS

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

ARTICLE XIV
LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed as a dentist under the laws of the State of Florida may own any corporate stock in this Corporation; nor may any stockholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, stockholders, agent, or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in this Corporation.
3. No stockholder of this Corporation may sell or transfer his stock in this Corporation except to another individual who is eligible to be a stockholder of the Corporation.

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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 Stockholders 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.

ARTICLE XVI
BY-LAWS

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.

ARTICLE XVII
EFFECTIVE DATE


The effective date of this Corporation shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12th day of January, 2009.


DAVID D. WHITAKER, D.M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 12 day of January 2009, by DAVID D. WHITAKER, D.M.D. who (is personally known to me/has produced _____ as identification) and who (did/did not) take an oath.


Notary Public
My Commission Expires:



