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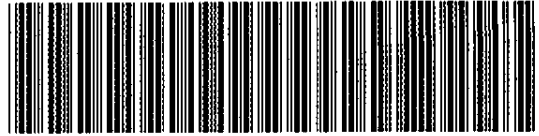
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 8 2009

# NISI LAW FIRM

*A Professional Association*

*Reply to:*

Ginny Long, Paralegal  
587 Lake Howell Road  
Maitland, Florida 32751

Telephone: (407) 622-2550  
Facsimile: (407) 622-2556  
Email: [nisilawfirm@cfl.rr.com](mailto:nisilawfirm@cfl.rr.com)

9/3/09

VIA: Federal Express

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee FL 32314

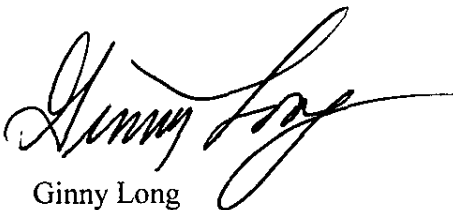
**RE: Merys Downer-Garnette, D.M.D., P.A.**

Dear Representative:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporation. A check in the amount of \$78.75 which covers the \$35.00 filing fee, \$8.75 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent is enclosed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return them to me in the enclosed addressed Federal Express package. Feel free to call if you have any questions. Thanks again.

Sincerely,



Ginny Long  
Paralegal

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**MERYS DOWNER-GARNETTE, D.M.D., P.A.**

The undersigned, a natural person competent to contract, and a doctor of dentistry duly licensed to render services, as such, under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is **Merys Downer-Garnette, D.M.D., P.A.**

**ARTICLE II. ADDRESS**

The principal office and mailing address of this corporation shall be:

315 N. Lakemont Ave, Suite D  
Winter Park, Florida 32792

**ARTICLE III. DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE IV. GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

- a. To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of dentistry duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of this corporation who are duly licensed under the laws of the State of Florida to practice dentistry therein;

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b. To invest the funds of this corporation in real estate, mortgage, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services;

c. To do anything necessary and proper for the accomplishment of furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or accidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation;

d. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### **ARTICLE V. CAPITAL STOCK**

a. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.

b. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

c. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

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**ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent of this corporation shall be:

Frank P. Nisi, Jr.  
587 Lake Howell Road  
Maitland, Florida 32751

**ARTICLE VII. BOARD OF DIRECTORS**

- a. The initial number of directors of this corporation shall be one (1).
- b. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1).
- c. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- d. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

**ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS**

The names and street addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

Name	Street Address	Office
Merys Downer-Garnette, D.M.D.	315 N. Lakemont Ave, Suite D Winter Park, Florida 32792	President, Secretary, Treasurer

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## **ARTICLE IX. INCORPORATOR**

The following are the name and street address of the incorporator signing these Articles, who is a doctor of dentistry duly licensed to render services as such under the laws of the State of Florida:

Name	Street Address
Merys Downer-Garnette, D.M.D.	315 N. Lakemont Ave, Suite D Winter Park, Florida 32792

## **ARTICLE X. SHAREHOLDERS**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a doctor of dentistry under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

## **ARTICLE XI. BYLAW.**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws. In addition, such Bylaws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

## **ARTICLE XII. ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

a. To enter into, or become a partner in, and arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

b. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

c. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

#### **ARTICLE XIII. INDEMNIFICATION**

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

#### **ARTICLE IX. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

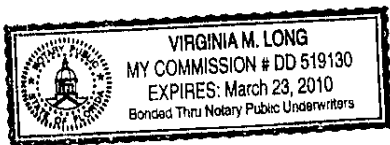
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3 day of September, 2009.

By *Merys Downer-Garnette*  
**Merys Downer-Garnette**, Incorporator

**STATE OF FLORIDA**  
**COUNTY OF SEMINOLE**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Merys Downer-Garnette**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3<sup>rd</sup> day of September, 2009.



*Virginia M. Long*  
NOTARY PUBLIC, State of Florida  
My commission expires: \_\_\_\_\_



**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

I hereby accept my designation as registered agent and agree to serve as the registered agent of **Merys Downer-Garnette, D.M.D., P.A.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **Merys Downer-Garnette, D.M.D., P.A.**



Frank P. Nisi, Jr. - Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

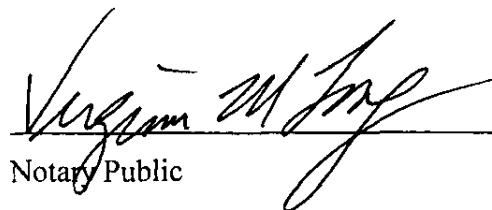
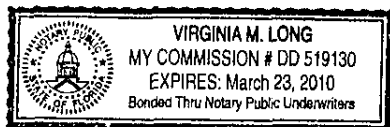
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STATE OF FLORIDA  
COUNTY OF SEMINOLE

On 9/3/09 Frank P. Nisi, Jr., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is ( ☒ ) personally known to me, or ( ☐ ) produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of **Merys Downer-Garnette, D.M.D., P.A.**

(SEAL)

  
Notary Public