P. 001 TARCTULA

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#### FLORIDA PROFIT/NON PROFIT CORPORATION

George A. Stone DMD, P.A.

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# OF GEORGE A. STONE, DMD, P.A.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

## ARTICLE ONE CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is GEORGE A. STONE, DMD, P.A., and its principal office and mailing address is 816 Pinedale Road, Fort Walton Beach, FL 32547.

### ARTICLE TWO NATURE OF BUSINESS

The initial purpose of the Corporation is to engage in the practice of dentistry and related medical services as well as to engage in any other business permitted under the laws of the State of Florida.

### ARTICLE THREE CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of common stock at \$1.00 per share par value and shall be issued only to a duly licensed professional in good standing who has paid consideration in lawful money, property, labor or services.

#### ARTICLE FOUR TERM OF EXISTENCE

This Corporation shall have perpetual existence effective on January 1, 2010.

### ARTICLE FIVE REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the Corporation is 1283 North Eglin Parkway, Suite A, Shalimar, Florida 32579. The registered agent is WHITNEY L. HIPSH.

#### ARTICLE SIX BOARD OF DIRECTORS

The Corporation shall have one director initially. 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.

The names and addresses of the initial Board of Directors of the Corporation are as follows:

George A. Stone 816 Pinedale Road, Fort Walton Beach, FL 32547

The person named as initial director shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

#### ARTICLE SEVEN INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE EIGHT REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

#### ARTICLE NINE

#### SHAREHOLDER OUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

### ARTICLE TEN 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 shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

#### ARTICLE ELEVEN INCORPORATOR

The name and address of the incorporator is:

Whitney L. Hipsh 1283 N. Eglin Parkway, Suite A Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on this 18th day of Dece MNEV \_\_\_\_\_, 2009.

Whiteley L. Hipsh, Incorporator

#### **ACCEPTANCE BY THE REGISTERED AGENT**

I, Whitney L. Hipsh, hereby accept appointment as registered agent for the Corporation, George A. Stone, DMD, P.A., and acknowledge my acceptance with my signature below on this Way of December, 2009.

Whitney L. Hipsh, Registered Agent

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