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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Palm Beach Root Canal, P.A.**

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## **ARTICLES OF INCORPORATION**

### **ARTICLE I NAME AND IDENTITY**

The name of this corporation is: Palm Beach Root Canal,  
P.A.

### **ARTICLE II STATEMENT OF CORPORATE NATURE**

This is a for profit corporation- a dental practice that  
specializes in endodontics ( root canals specialty).

### **ARTICLE III GENERAL AND SPECIFIC PURPOSES**

- (a) The specific and primary purpose for which this  
corporation is created is to provide endodontics ( root  
canal specialty)

### **ARTICLE IV TERM**

This corporation shall have a perpetual existence.

### **ARTICLE V MEMBERSHIP**

The corporation shall have no membership distinct from  
the Board of Directors.

## **ARTICLE VI INCORPORATOR(S)**

The name and residence address of the incorporator(s) of this corporation are as follows:

Aileen Josephs, Esq.  
301 Clematis Street, Suite 3000  
West Palm Beach, Florida 33401

## **ARTICLE VII LOCATION OR PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

- (a) The county in the State of Florida where the principal office for the transaction of the business is 44  
Cocoanut Row # 206 Palm Beach, Florida 33480.
- (b)
- (c) The name and address of this corporation registered agent is Aileen Josephs, Esq. 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401.

## **ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS**

- (a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a minimum of four ( 4) provided, however, that the maximum number shall be set and may be changed by the bylaws duly adopted.

The directors named herein as the first board of directors shall hold office until the first meeting of the board of directors, at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall be elected and serve in accordance with the bylaws, and until the qualification of the successors in office.

- (b) The names and addresses of such initial members of the board of directors are as follows:

Dr. Mitchell Josephs  
44 Coconut Row # 206  
Palm Beach, Florida 33480  
PRESIDENT

Ms. Hillary Josephs  
5507 Garfield Street  
Hollywood, Florida 33021  
VICE PRESIDENT

Ms. Aura Walborsky  
3474 Cypress Trail Apt. F-204  
West Palm Beach, Florida 33417  
SECRETARY

Mr. Bruce Honig  
5507 Garfield Street  
Hollywood, Florida 33021  
TREASURER

Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Treasurer and Secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President: Dr. Mitchell Josephs  
Vice President: Ms. Hillary Josephs  
Treasurer: Ms. Aura Walborsky  
Secretary: Mr. Bruce Honig

- (c) Annual meetings of the Membership shall be held in December of each year at the principal office of the corporation, or at such other place or places as the board

of directors may designate from time to time by resolution, or as provided in the bylaws.

- (d) Elections to change the Board of Directors will be held in the month of July every two years.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of authority.

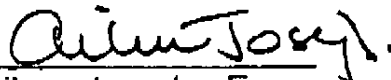
#### **ARTICLE IX BY LAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted, either by a resolution of the majority of the board of directors or by following the procedure set forth therefore in the bylaws.

**ARTICLE X  
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members of the board for their vote. Amendments may be adopted by the two-thirds of a quorum of the board of directors of the corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of the Articles of Incorporation of this corporation under the Laws of Florida have executed these articles of incorporation on September 22, 2010.



Aileen Josephs, Esq.  
301 Clematis Street, Suite 3000  
West Palm Beach, Florida 33401  
Telephone: 561 802 4119  
Fax 561 640 4420

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 608.415, Florida Statutes, the mentioned company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name of the company is: Palm Beach Root Canal, P.A.

The name and address of the registered agent and office is:

Aileen Josephs, Esq. Law Offices of Aileen Josephs  
301 Clematis Street, Suite 3000  
West Palm Beach, Florida 33401

HAVING BEEN NAMED AS REGISTERED AGENT AND TO  
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT  
THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT  
THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN  
THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH  
AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED  
AGENT.

  
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