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COVER LETTER

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SUBJECT: Brand New Smiles, P.A.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☒ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Nick Brand

Name (Printed or typed)

1325 S. International Parkway Suite 1201

Address

Lake Mary, FL 32746

City, State & Zip

407-388-2230

Daytime Telephone number

lacosta@acostatax.net

E-mail address: (to be used for future annual report notification)

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Brand New Smiles, P.A.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be Brand New Smiles, P.A.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon the filing of the articles and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law. The specific nature of business of this professional association is to provide dental services, including but not limited to Bridges, Dental Crowns, Dental Hygiene, Dental Implants, Dentures, Extractions, and other dental services.

**ARTICLE IV
CAPITAL STOCK**

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

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otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for any election of directors of the Corporation.

**ARTICLE V
PRINCIPAL BUSINESS OFFICE**

The principal business office of this corporation shall be located at: 1325 S. International Parkway, Suite 1201 Lake Mary, FL 32746

**ARTICLE VI
MAILING ADDRESS**

The mailing address of this corporation shall be: 1325 S. International Parkway, Suite 1201 Lake Mary, FL 32746

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at: 1325 S. International Parkway, Suite 1201 Lake Mary, FL 32746 and the initial registered agent of the Corporation at that address shall be Nickelice Brand. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws. The name and street address of the initial director of this Corporation is:

Nickelice Brand
1325 S. International Parkway, Suite 1201
Lake Mary, FL 32746

Directors may be removed with or without cause.

ARTICLE IX INCORPORATORS

The name and street address of the person signing these Articles as Incorporator is:

Nickelice Brand
1325 S. International Parkway, Suite 1201
Lake Mary, FL 32746

ARTICLE X BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XI INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XII LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XIII AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set his hand and seal:

1-25-2011
Date


Nickelice Brand

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Brand New Smiles, P.A. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1325 International Parkway, Suite 1201 Lake Mary, FL 32746, has named and designated Coleman Budd as its registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 25th day of January, 2011.


Nickelice Brand
Registered Agent

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