

P11000054210

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BETHANY A. LOUSHINE, D.M.D., P.A.**

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RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
BETHANY A. LOUSHINE, D.M.D., P.A.

MAILED
14 SEP 20 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a dentist duly licensed to render professional services as such in the State of Florida, for the purpose of restating the Articles of Incorporation of BETHANY A. LOUSHINE, D.M.D., P.A., a professional service corporation formed and existing under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes (the "Act"), hereby adopts this Restatement of Articles of Incorporation pursuant to Section 607.1007, Florida Statutes.

Article I
Name

The name of this corporation is **BETHANY A. LOUSHINE, D.M.D., P.A.** The Document Number of this corporation is P11000054210.

Article II
Principal Office and Mailing Address

The principal office and mailing address of this corporation is 6371 Autumn Berry Circle, Jacksonville, Florida 32258.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.10 per share. Shares of the Corporation's common stock shall be issued only to professional corporations (as defined in the Act), to professional limited liability companies (as defined in the Act), and to individuals who are duly licensed to render services as dentists under the laws of the State of Florida. If any shareholder, officer, agent, or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of

Michael J. Ivan, Jr., Esquire
Ivan, Cole, Bonnette & Kane, P.A.
One Independent Drive, Suite 3131
Jacksonville, FL 32202
Telephone: (904) 358-3006

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this corporation as they may see fit; provided, however, that no shareholder of the corporation may sell or transfer his or her shares in such corporation 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 other agreement vesting another person with the authority to exercise his or her voting powers of any or all of his or her stock.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote with respect to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Registered Agent and Address

The name and street address of the registered agent of this corporation are:

Bethany A. Loushine, D.M.D.
6371 Autumn Berry Circle
Jacksonville, Florida 32258

Article V
Purposes

This corporation is organized for the purpose of rendering "professional services" within the meaning of the Act, in the practice of dentistry, through its shareholders, officers, employees and agents who are duly licensed to practice dentistry in the State of Florida; to have and exercise all powers conferred by the Act and the laws of the State of Florida upon professional service corporations; and to do any and all things authorized by this Article to the same extent as a natural person might or could do.

Article VI
Directors and Officers

Section 6.1. Number. This corporation shall have one (1) director; provided, however, that the number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 6.2. Directors and Officers. The name and street address of the director and officer of the corporation, and the offices held by such officer, are:

Bethany A. Loushine, D.M.D.
6371 Autumn Berry Circle
Jacksonville, FL 32258

Director, President, Secretary
and Treasurer

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to

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fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

Article VII

Bylaws

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in this Restatement of Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

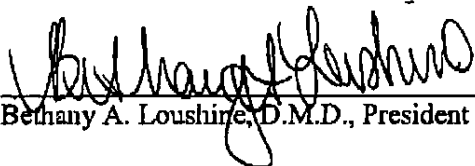
Article IX

Approval

Section 9.1. Date of Adoption. This Restatement of Articles of Incorporation was adopted by resolution of the shareholders and directors of the corporation on September 20, 2011.

Section 9.2. Approval of Amendment. The amendments contained in this Restatement of Articles of Incorporation requiring shareholder approval were approved by the unanimous vote of the shareholders of the corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Restatement of Articles of Incorporation on September 20, 2011.


Bethany A. Loushine, D.M.D., President

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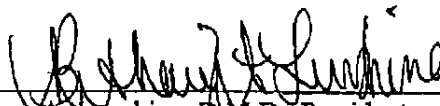
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

BETHANY A. LOUSHINE, D.M.D., P.A., as indicated in the Restatement of Articles of Incorporation, has named Bethany A. Loushine as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 6371 Autumn Berry Circle, Jacksonville, Florida 32258.

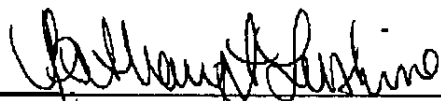
DATED September 20, 2011.



Bethany A. Loushine, D.M.D., President

Having been named as registered agent to accept service of process for the above stated corporation, 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.

DATED September 20, 2011.



Bethany A. Loushine, D.M.D., Registered Agent