

P12000039873

(Requestor's Name)

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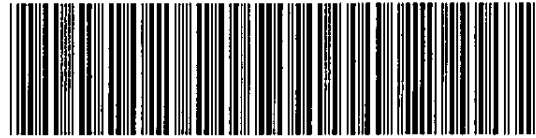
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- ☒ CERTIFIED COPY _____
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1. MATTHEW S. NAWROCKI, DMD, MS, P.A.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION

FILED
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DIVISION OF CORPORATIONS

OF

12 APR 30 AM 8: 03

MATTHEW S. NAWROCKI, DMD, MS, P.A.

ARTICLE I
NAME

The name of this corporation is MATTHEW S. NAWROCKI, DMD, MS, P.A.

ARTICLE II
PERPETUAL EXISTANCE

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to practice medicine generally, and Dentistry specifically, and perform all services related thereto, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV
RETIREMENT PLANS AND OTHER BENEFITS

The corporation reserves the right to enter into a Retirement Plan that would be acceptable to the employees of this corporation. The corporation also reserves the right to enter into any Cafeteria Plans that may provide benefits to the employees of the corporation.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of the Corporation.

ARTICLE VII
PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Richard O. Jones located at 1600 Sarno Road – Suite 11, Melbourne, FL 32935 and the principal address of this corporation is 335 NE 2nd Avenue, Gainesville, FL 32601.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Matthew S. Nawrocki, DMD, MS	335 NE 2 nd Avenue Gainesville, FL 32601

ARTICLE X
INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Matthew S. Nawrocki, DMD, MS	335 NE 2 nd Avenue Gainesville, FL 32601

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII
COMPENSATION OF DIRECTORS

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Officers and Directors of this corporation.

ARTICLE XIV
INDEMNIFICATION

This corporation shall, to the fullest extent permitted by Florida Statutes section 607.014, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in, or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of Stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee or Agent and shall insure to the benefit of the heirs, executors and administrators of any such person.


ARTICLE XV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI
I.R.C. SECTION 1245 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this the 27 day of April, 2012.

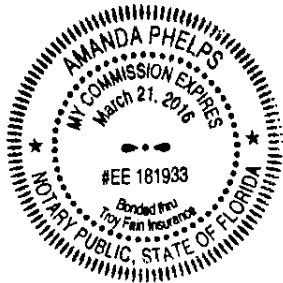

MATTHEW S. NAWROCKI, DMD, MS
INCORPORATOR

STATE OF FLORIDA

COUNTY OF Alachua

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Matthew S. Nawrocki, to me personally known (or, produced the following identification _____) to be the person who executed the foregoing Articles of Incorporation and has acknowledged before me that being first duly sworn and being fully informed of the contents thereof, he voluntarily executed said Articles of Incorporation on the day the same bears date.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this 27 day of April, 2012.



Amanda Phelps
Notary Public, State of Florida
My commission Expires: 3/21/2016

CONSENT TO APPOINTMENT BY REGISTERED AGENT

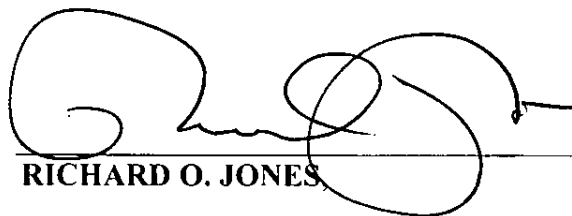
Having been named in Article VIII of the foregoing Articles of Incorporation to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept said appointment and agree to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 1600 Sarno Road – Suite 11, Melbourne, FL 32935.

IN WITNESS WHEREOF, the name and seal of said resident agent is hereby affixed at Melbourne, Brevard County, Florida, this 25th day of April, 2012.

I know and understand the duties and responsibilities of a Registered Agent as set forth in Florida Statutes, §§ 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated this 25th day of April, 2012.


(SEAL)
RICHARD O. JONES

Subscribed and sworn to before me
This 25th day of April, 2012



Notary Public
My commission expires:



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