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FLORIDA PROFIT/NON PROFIT CORPORATION  
A+ SMILES CHILDREN'S DENTISTRY, P.A.

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**ARTICLES OF INCORPORATION**  
**OF**  
**A+ SMILES CHILDREN'S DENTISTRY, P.A.**

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The undersigned, who is acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is A+ SMILES CHILDREN'S DENTISTRY, P.A.

**ARTICLE II - PURPOSE**

This corporation is organized for the following purposes:

- a. To engage in the practice of dentistry as a professional corporation and to own and operate a dental clinic for the purposes of providing dental care and treatment.
- b. To furnish related laboratory and clinical services; and to own real and personal property, enter into contracts and engage in any lawful business necessary for or related to the rendering of professional dental services.
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

THIS INSTRUMENT PREPARED BY:  
Holly Melzer, Esq.  
Fla. Bar No. 36251  
Barron & Redding, P.A.  
220 McKenzie Avenue  
P.O. Box 2467  
Panama City, FL 32402  
(850) 785-7454

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The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional dental services in the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be of a single class of common stock and shall be designated "Common Shares."

### **ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of the corporation in the State of Florida is 2335-A State Avenue, Panama City, Florida 32405, and the name of the initial registered agent is Holly Melzer, Esq., whose address is 220 McKenzie Avenue, Panama City, Florida 32401.

### **ARTICLE V - MANAGEMENT BY SHAREHOLDERS**

The business of this corporation shall be managed by its shareholders rather than a board of directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote shall be the act of the shareholders, except as otherwise provided for in any shareholders' agreement entered into. Each shareholder shall be entitled to one vote for each share of voting stock held by such shareholder. A quorum at any meeting of the shareholders for the management of the business of the corporation shall exist when a majority of the outstanding shares of the corporation entitled to vote are represented at such meeting.

### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of same kind, class or series as that which he already holds, shall have the right to purchase his pro rata

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share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - CUMULATIVE VOTING RIGHTS**

At each election of directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

#### **ARTICLE VIII - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE IX - TERM OF EXISTENCE**

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these articles.

#### **ARTICLE X - DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least four-fifths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

#### **ARTICLE XI - INCORPORATOR**

The name of the person signing these articles is Holly Melzer, whose address is 220 McKenzie Avenue, Panama City, FL 32401.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of  
incorporation this 4<sup>th</sup> day of October, 2012.

Holly Melzer  
Holly Melzer  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of October, 2012, by  
Holly Melzer, who is personally known to me.



Dolores S. Donoria  
(Print Name)

Notary Public  
Serial # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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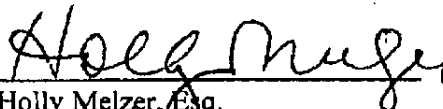
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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**  
**OF**  
**A+ SMILES CHILDREN'S DENTISTRY, P.A.**

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.

Dated this 4<sup>th</sup> day of October, 2012.

  
Holly Melzer, Esq.  
Registered Agent

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