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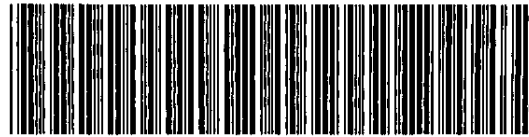
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4/9/13

# DAVID LANIGAN, P.A.

Attorney & Counselor at Law

15310 Amberly Drive, Suite 250

Tampa, Florida 33647

Phone (813) 983-0655

Fax (813) 983-0665

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Website: <http://www.LaniganLaw.com>

David C. Lanigan, J.D., LL.M.

April 3, 2013

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ARTICLES OF INCORPORATION OF CITRUS PARK ENDODONTICS OF  
TAMPA, INC.

Dear Sirs:

Enclosed are:

1. the Articles of Incorporation of Citrus Park Endodontics of Tampa, Inc., (the "Articles");
2. a duplicate original of the Articles; and
3. my check number 3162, made payable to the Florida Department of State, in the amount of \$70.00, which covers the filing fee for the Articles and the Acceptance by Registered Agent.

Please (1) file the Articles and (2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,

DAVID LANIGAN, P.A.

David C. Lanigan, J.D., LL.M.

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Enclosures

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**ARTICLES OF INCORPORATION**  
of  
**CITRUS PARK ENDODONTICS OF TAMPA, P.A.**

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a professional service corporation (the "**Corporation**") under the laws of the State of Florida, particularly Chapter 621 and Chapter 607, Fla. Stat. (2012), as follows.

**ARTICLE I**  
**CORPORATION'S NAME AND ADDRESS**

The name of the Corporation is **Citrus Park Endodontics of Tampa, P.A.**

The street address of the initial principal office is **6526 Gunn Highway, Tampa, Florida 33625.**

The mailing address of the Corporation is **6526 Gunn Highway, Tampa, Florida 33625.**

**ARTICLE II**  
**TERM OF EXISTENCE**

The corporate existence of the Corporation shall commence on the date filed, as provided by Section 607.0203 (1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**  
**NATURE OF BUSINESS**

The Corporation is organized for the purpose of engaging in every phase and aspect of the practice of endodontics. The Corporation shall not engage in any business other than the rendering of the professional services for which it was specifically organized; provided, however, that the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments and may own real or personal property necessary for the rendering of professional services.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional services in the State of Florida; provided, however, that this provision shall not be interpreted to include in the term "employee" as used herein, clerks, secretaries, bookkeepers, technicians, dental assistants, veterinary assistants, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required; and provided further that nothing contained herein shall be interpreted to require that the right of an individual to be a shareholder in this

Corporation be dependent upon the present or future existence of an employment relationship between such shareholder and this Corporation, or his present or future active participation in any capacity in the production of the income of this Corporation or in the performance of the services rendered by this Corporation.

## **ARTICLE IV**

### **POWERS**

The Corporation shall have all powers authorized by law, including but not limited to the powers to:

- (a) to engage in every phase and aspect of the practice of endodontics as a professional association and to have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (h) conduct its business, carry on its operations, have offices, and exercise the powers granted by the Florida Professional Service Corporation and Limited Liability Company Act and by the Florida General Corporation Act to the extent not inconsistent with the Florida Professional Service Corporation and Limited Liability Company Act, within the State of Florida and outside the State of Florida where permitted by law;
- (i) elect or appoint officers and agents for the Corporation, including but not limited to teachers, administrative personnel, and other persons, and define their duties and fix their compensation;

(j) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(k) make donations for the public welfare or for charitable, scientific, or educational purposes;

(l) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy and consistent with the limited activities of a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act;

(m) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have; and

(n) have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **CAPITAL STOCK**

(a) The Corporation is authorized to issue 1000 shares of no par common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is **15310 Amberly Drive, Suite 250, Tampa, Florida 33647** and the name of its initial registered agent at such address is **David C. Lanigan**.

## **ARTICLE VII**

### **DIRECTOR**

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than three directors. The name and

address of the initial director of the Corporation, who shall serve until his successors are duly elected and qualified, is:

Dennis Demirjian

6526 Gunn Highway, Tampa, Florida 33625

## **ARTICLE VIII**

### **INCORPORATOR**

The name of the incorporator is **David C. Lanigan, J.D., LL.M.** The address of the incorporator is **15310 Amberly Drive, Suite 250, Tampa, Florida 33647.**

## **ARTICLE IX**

### **BYLAWS**

The power to adopt, alter, amend, or repeal bylaws may be exercised by the Corporation's Board of Directors or shareholders as provided in Sections 607.1020, 607.1021, and 607.1022, Florida Statutes (2012), as amended.

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act (the "**Act**"). The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the greater of (i) the quorum and voting requirement then in effect, or (ii) the quorum and voting requirement proposed to be adopted. A bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Act may not be adopted, amended, or repealed by the board of directors.

A bylaw that fixes a greater quorum or voting requirement for the board of directors may be amended or repealed:

- (a) only by the shareholders, if originally adopted by the shareholders;
- (b) either by the shareholders or by the board of directors, if originally adopted by the board of directors.

A bylaw adopted or amended by the **shareholders** that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended or repealed only by a specified vote of either the shareholders or the board of directors.

Action by the **board of directors** to adopt or amend a bylaw that changes the quorum or voting requirement for the board of directors must meet the same quorum requirement and be

adopted by the same vote required to take action under the greater of (i) the quorum and voting requirement then in effect, or (ii) the quorum and voting requirement proposed to be adopted.

## **ARTICLE IX**

### **STOCKHOLDERS; ALIENATION OF SHARES**

(a) The Corporation's Common Stock shall be issued only to individuals who are duly licensed to practice endodontics in the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed to practice endodontics under the laws of the State of Florida.

(b) If any shareholder of the Corporation becomes legally disqualified within the State of Florida to practice endodontics or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued practicing of endodontics, such shareholder shall sever all employment with and financial interest in the Corporation.

(c) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

(d) No shareholder of this Corporation may sell or transfer her or his shares in such corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of such corporation.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law, *unless* limited in the Corporation's bylaws, in which case the indemnification shall be to the extent provided in the bylaws.

## **ARTICLE XI**

### **PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her

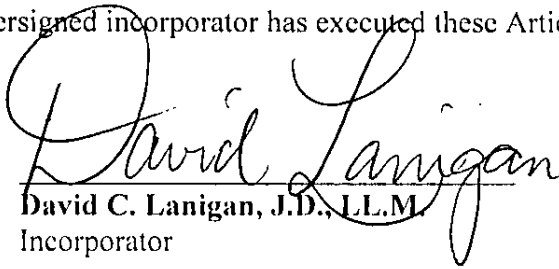
preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

## **ARTICLE XII**

### **AMENDMENT**

These Articles of Incorporation may be amended, in the manner provided by Sections 607.1002 and 607.1003 of the Florida Statutes, by a majority of the shares of common stock then entitled to vote. As long as the Corporation has 35 or fewer shareholders, the shareholders may amend the articles of incorporation, without an act of the directors, at a meeting for which notice of the changes to be made is given or without meeting pursuant to Section 607.0704 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this April 3, 2013.

  
David C. Lanigan, J.D., LL.M.  
Incorporator



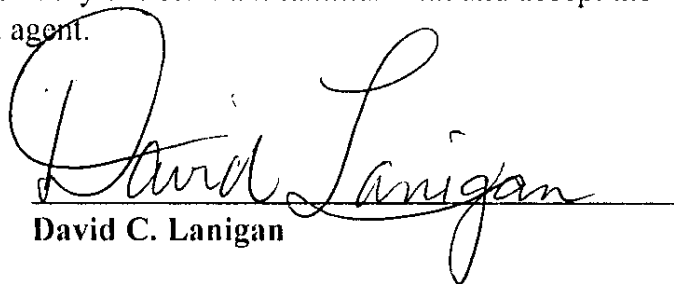
## ACCEPTANCE BY REGISTERED AGENT

The name of the corporation is **Citrus Park Endodontics of Tampa, P.A.**

The street address of the initial registered office of the Corporation is **15310 Amberly Drive, Suite 250, Tampa, Florida 33647** and the name of its initial registered agent at such address is **David C. Lanigan**.

Having been named Registered Agent and designated to accept service of process for the above Corporation, 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. I am familiar with and accept the obligations of my position as registered agent.

Dated: April 3, 2012

  
David C. Lanigan

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