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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Justin R. Smith, D.M.D., P.A.**

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
JUSTIN R. SMITH, D.M.D., P.A.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a professional service corporation under Chapter 621 of the Florida Statutes and applicable laws.

**ARTICLE I  
NAME**

The name of this Corporation is:

**JUSTIN R. SMITH, D.M.D., P.A.**

**ARTICLE II  
NATURE OF BUSINESS**

The nature of the business to be transacted by this Corporation is to practice dentistry in the State of Florida, pursuant to Chapter 466 of the Florida Statutes and applicable laws, through its officers, employees and agents, who are duly licensed and legally authorized to render such professional services within this state.

**ARTICLE III  
CAPITAL STOCK**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value. Such common stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

**ARTICLE IV  
TERM OF EXISTENCE**

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT; INITIAL CORPORATE OFFICE**

The mailing address of the Corporation and the street address of the initial corporate office and initial registered office of this Corporation is 501 South New York Avenue, Suite 220, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Harold L. Downing.

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**ARTICLE VI**  
**DIRECTORS**

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. The initial number of Directors of this Corporation shall be one (1).

B. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

C. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Justin R. Smith, D.M.D.	2407 St. Andrews Boulevard Panama City, Florida 32405

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

**ARTICLE VII**  
**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Harold L. Downing	501 South New York Avenue Suite 220 Winter Park, Florida 32789

**ARTICLE VIII**  
**AMENDMENT**

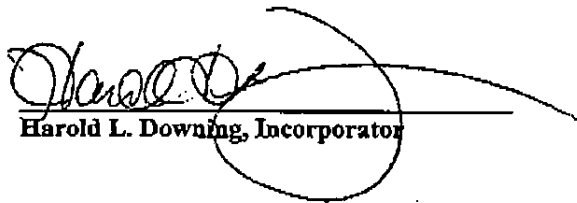
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock issued and entitled to vote, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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**ARTICLE IX**  
**COMPLIANCE WITH PROFESSIONAL SERVICE**  
**CORPORATION AND LIMITED LIABILITY COMPANY ACT**

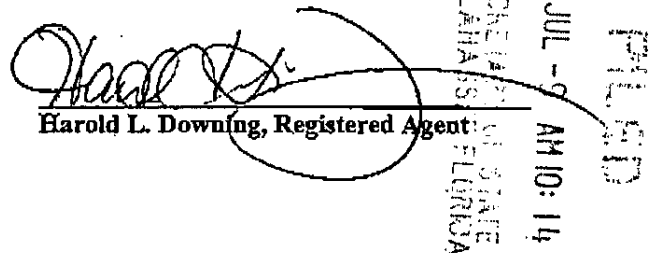
These Articles of Incorporation shall be construed so as to comply in all respects with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act as the same now exists or may from time to time be amended.

9th IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this day of July, 2014.

  
Harold L. Downing, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Harold L. Downing, Registered Agent

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