

PAU00102096

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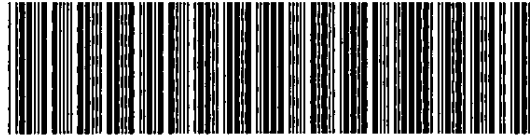
(Business Entity Name)

(Document Number)

Certified Copies _____

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PAU00102096

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CAMPIONE | CAMPIONE | LEONARD P.A.

December 23, 2014

Department of State
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

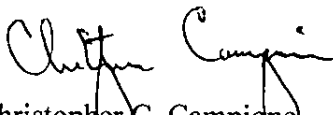
Re: Spallone Family Dentistry, P.A. - File #14-457.v

Dear Sir/Madam:

Enclosed please find the Cover Letter, original Articles of Incorporation and copy of the Articles of Incorporation for the Spallone Family Dentistry, P.A. Please also find enclosed our firm's check #5375 in the amount of \$70.00 which represents the filing fee. Should you have any questions, please do not hesitate to contact us.

Very truly yours,

CAMPIONE, CAMPIONE & LEONARD, P.A.


Christopher C. Campione

CCC/cl
Enclosures

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Spallone Family Dentistry, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Christopher C. Campione, Esq.
Name (Printed or typed)

4445 N. A1A, Unit 110
Address

Vero Beach, FL 32963
City, State & Zip

(772) 978-9582
Daytime Telephone number

arlenespallone@hotmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SPALLONE FAMILY DENTISTRY, P.A.**

I, Salvatore L. Spallone, the undersigned subscriber to these Articles of Incorporation, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 607 and 621, Florida Statutes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
Corporation Name**

The name of this corporation shall be Spallone Family Dentistry, P.A. (herein called the "Corporation"). The mailing address of the Corporation is: 2166 58th Avenue, Vero Beach, Florida 32966.

**ARTICLE II
Nature of Business**

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz.,

1. Engage in every phase and aspect of the general practice of dentistry; provided, however, that the professional services involved in the Corporation's practice of dentistry shall be rendered only through those of its directors, officers, employees and agents who are duly licensed and authorized to practice dentistry in the State of Florida; and

2. To invest its funds in real estate, mortgages, stocks bonds and any other type of investments permitted by law and to own, purchase, sell, lease or otherwise acquire or dispose of real and personal property necessary for the rendering of the professional services hereby authorized; and

3. Engage in any lawful act or activity for which professional corporations or associations may be formed under Chapters 607 and 621 of the Florida Statutes

**ARTICLE III
Capital Stock**

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be ten thousand (10,000) shares of common stock without par value.

B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

C. Shares of the corporation's stock and certificates therefor shall be issued only to Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

**ARTICLE IV
Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 2166 58th Avenue, Vero Beach, Florida 32966. The name of the Registered Agent of this corporation is Salvatore L. Spallone at the above office address.

ARTICLE V **Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statute 621 and the bylaws.

ARTICLE VI **Stock Transfer Agreements**

A. If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of this agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledge, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

B. Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621, and no shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is, under the provisions of Florida Statute 621, eligible to be a shareholder of this corporation.

ARTICLE VII **Directors**

A. Selection and Replacement

1. The number of Directors may be, as provided for by bylaws, increased or decreased, but shall never be less than one (1) Director.

2. In any election of Directors by the stockholders, each stockholder of record shall have the right to cumulate his shares and to give one candidate as many votes as equal the number of Directors to be elected multiplied by the number of shares owned, or to distribute that same amount of votes among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

3. Any vacancy on the Board of Directors shall be filled as provided in the bylaws. A shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

B. Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII
Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, or any executive officer under such contracts.

ARTICLE IX
Subscribers

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Salvatore L. Spallone	2166 58 th Avenue Vero Beach, FL 32966

ARTICLE X
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional medical services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith, subject, however, to the provisions of Article XI dealing with "Amendments". Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Florida Statute 621 do not apply, then the restriction of this Article shall not thereafter apply, provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to received payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XI
Amendments

A. These Articles of Incorporation may be amended in the manner provided by law.

B. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to Article VI, or to law, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation in the manner and method prescribed in subparagraph A of this Article to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this corporation shall have the power

to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares not longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Florida Statute 607 or 621; but he shall have no other voting right.

B. Initial Officers and Directors

The Corporation shall have two Officers and Directors, initially. The names and street addresses of the initial Officers and Directors who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Director/President/Treasurer	Salvatore L. Spallone at 2166 58 th Avenue, Vero Beach, Florida 32966
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Director/Vice President	Tiffany Spallone at 2166 58 th Avenue, Vero Beach, Florida 32966
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ARTICLE XII
Rights of Stockholder Whose
Interest Terminates Under Article X

If any shareholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article X or the application of Chapter 621, Florida Statutes and should these Articles not be amended as provided in Article XI, the financial interest of such shareholder shall terminate immediately and automatically except to receive payment for such stock in this corporation as may be owned by him, and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized or set forth in the bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.

ARTICLE XIII
Effective Date and Duration

The corporation will begin its corporate existence as of January 1, 2015 and will have a perpetual duration.

ARTICLE XIV
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the stockholders, except as otherwise provided in the Bylaws.

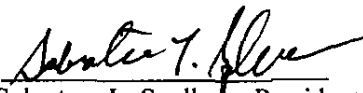
ARTICLE XV
Conflicts of Interest

No Contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers are financially interested shall be either void or voidable because of such relationship or interest, as long as the

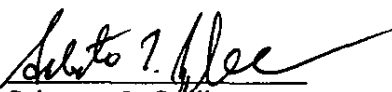
fact of such relationship or interest is disclosed to the Board of Directors or to the Shareholder(s) or as long as the contract or transaction is fair and reasonable to the Corporation at the time it is authorized by the Board, a committee, or the Shareholder(s). Each Corporate Officer or Director is hereby relieved from any liability that might otherwise exist from contracting or dealing with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be interested, related or associated.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 22nd day of December, 2014, for the purpose of forming this corporation under the laws of the State

of Florida, and I hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


Salvatore L. Spallone, President

I hereby accept my appointment to act as initial Registered Agent for Spallone Family Dentistry, P.A., as stated in these Articles of Incorporation.


Salvatore L. Spallone

14 DEC 26 AM 8:24
FILED
CLERK OF THE
SECRETARY OF
STATE
TALLAHASSEE, FLORIDA