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FLORIDA PROFIT/NON PROFIT CORPORATION
Nicholas G. Ressel, D.M.D., P.A.

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TALLAHASSEE, FL

12/12/2018

**ARTICLES OF INCORPORATION
OF
NICHOLAS G. RESSEL, D.M.D., P.A.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a professional corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

Nicholas G. Ressel, D.M.D., P.A.

ARTICLE 2

Principal Office

The address of the principal office of this corporation shall be:

3429 Mariner Boulevard
Spring Hill, Florida 34609

ARTICLE 3

Mailing Address

The mailing address of this corporation shall be:

7102 Porpose Street
Weeki Wachee, Florida 34607

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ARTICLE 4

Business and Purposes

The general purpose for which this corporation is organized is the provision of dental services through employed physicians and other dental care professionals and the employment of such non-professional staff as may be necessary to operate the dental practice, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under Chapter 621, Florida Statutes.

ARTICLE 5

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of the shares of capital stock of this corporation may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) The capital stock of this corporation may be owned only by persons licensed in the State of Florida as physicians and/or by other professional corporations or professional limited liability companies that are wholly-owned by persons licensed in the State of Florida as physicians.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 6

Existence of Corporation

This corporation shall have perpetual existence.

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ARTICLE 7

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 7102 Porpose Street, Weeki Wachee, Florida 34607, and the initial registered agent of this corporation at such office shall be Nicholas G. Ressel, D.M.D. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE 8

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. Each director shall be licensed in the State of Florida as a physician. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE 9

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Nicholas G. Ressel, D.M.D.	7102 Porpose Street Weeki Wachee, Florida 34607

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ARTICLE 10

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Nicholas G. Reasel, D.M.D.	7102 Porpose Street Weeki Wachee, Florida 34607

ARTICLE 11

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE 12

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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ARTICLE 13

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated, this 12th day of December, 2018.



NICHOLAS G. RESSEL, D.M.D.

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NICHOLAS G. RESSEL, D.M.D., P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, NICHOLAS G. RESSEL, D.M.D., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 12th day of December, 2018.



NICHOLAS G. RESSEL, D.M.D.

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