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FLORIDA PROFIT/NON PROFIT CORPORATION
Upper Cusp, P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
UPPER CUSP, P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice dentistry under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be: UPPER CUSP, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The principal street address of the corporation is 35 Hub Lane, Suite A, Watersound, Florida 32461. The name and Florida street address of the registered agent is F. Reese Harrison, 35 Hub Lane, Suite A, Watersound, Florida 32461.

**ARTICLE III
DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV
PURPOSE**

The purpose of the corporation is:

- a. To engage in every phase and aspect of the practice of dentistry as a professional corporation, including owning and operating a dental clinic, promoting dental, scientific research and knowledge; and furnishing laboratory

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and clinical services for dental care and treatment.

b. 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.

In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock and shall have a value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

ARTICLE VI CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

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ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

F. Reese Harrison, D.M.D.
35 Hub Lane, Suite A
Watersound, Florida 32461

ARTICLE VIII
DIRECTORS

The corporation shall be managed by a board of directors. The number of directors constituting the initial board of directors is one and the name and address of the initial director is:

F. Reese Harrison, D.M.D.
35 Hub Lane, Suite A
Watersound, Florida 32461

The initial director shall hold office until his successor(s) is elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX
BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 90 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

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ARTICLE X
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XI
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

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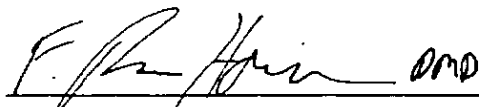
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ARTICLE XII
DISSOLUTION

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 three-fourths (3/4) 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.

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


F. Reese Harrison, Registered Agent

7-13-2020
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.


F. Reese Harrison, Incorporator

7-13-2020
Date

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