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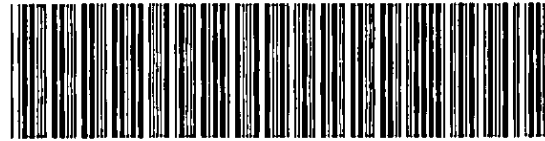
(Business Entity Name)

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S. CHATHAM
SEP 21 2022

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 16 PM 3:45



STEPHEN H. ARTMAN, P.A.
— ATTORNEYS AT LAW —

Attorneys at Law

Stephen H. Artman, Esq.
Stephen H. Bates, Esq.

*925 South Florida Avenue
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(863) 688-5252
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VIA FEDEX EXPRESS
FEDEX TRACKING NO.: 8163 7559 2002

September 14, 2022

Department of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

RE: Prosthodontics & Implant Dentistry, P.A.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced profit professional service corporation. Also enclosed please find our firm's check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75).

Please file the Articles of Incorporation and return a certified copy to our office.

Thank you for your kind attention to this matter.

Sincerely,

STEPHEN H. BATES

SHB/klj

**ARTICLES OF INCORPORATION
OF
PROSTHODONTICS & IMPLANT DENTISTRY, P.A.**

The undersigned incorporator, as legal counsel and authorized agent for Viet Ho, D.D.S., hereby files these Articles of Incorporation, for the purpose of forming a corporation for profit under the Professional Service Corporation and Limited Liability Company Act in accordance with Florida Statutes Chapter 621 and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Professional Service Corporation is PROSTHODONTICS & IMPLANT DENTISTRY, P.A., whose initial address is 200 Avenue K, SE, Suite #4, Winter Haven, FL, 33880 (referred to hereinafter as the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

The Corporation is formed to engage in every phase and aspect of the practice of dentistry and prosthodontics and all other business operations and activities related thereto.

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

4
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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 925 South Florida Avenue, Lakeland, Florida 33803, and the name and street address of the initial registered agent is Stephen H. Bates, Esquire, 925 South Florida Avenue, Lakeland, Florida 33803.

ARTICLE VI - PHYSICAL ADDRESS OF PRINCIPAL OFFICE

The current physical address for the principal office of this Corporation is:
200 Avenue K, SE, Suite #4, Winter Haven, FL, 33880.

ARTICLE VII - MAILING ADDRESS OF THE PRINCIPAL OFFICE

The mailing address for this Corporation is 200 Avenue K, SE, Suite #4, Winter Haven, FL 33880.

ARTICLE VIII – COMMON STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock with a value of One Dollar (\$1.00) per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

Initial Issue. One hundred (100) shares of the common stock of the Corporation shall be issued for cash at a value of One Dollar (\$1.00) per share.

Stated Capital. The sum of the value of all shares of common stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the common stock of the Corporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Professional Service Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. Only an individual duly licensed to practice dentistry in the State of Florida may be a Director of the Corporation. The name and address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
VIET HO, D.D.S.	1979 Altavista Circle Lakeland, FL 33810

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22 SEP 16 PM 3:45

ARTICLE IX – INCORPORATOR

The name and address of the incorporator of the Corporation is Stephen H. Bates, Esquire, 925 South Florida Avenue, Lakeland, FL, 33803.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE XII - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions fixed by the Board of Directors, such shares

of the common stock of this Corporation as may be issued from time to time. The preemptive rights of any holder of common stock shall be determined as follows:

1. The ratio shall be determined by comparing each shareholder's authorized and issued common stock to the total number of shares of common stock which has actually been issued and is held by shareholder(s).

2. Each shareholder shall have the right for thirty (30) days from the date of written notification of each proposed issue to purchase that number of shares of common stock which is necessary to maintain the shareholder's interest (ownership of common stock) at the ratio determined in the preceding section of this Article XII;

3. Exercise of a shareholder's preemptive rights shall be by tender, within the time specified in Article XII, Section 2, of the full amount of the purchase price in cash (U.S. Currency), certified check or a cashier's check;

4. Notice of any proposed issue of common stock shall be completed upon the mailing of the notice by certified mail (or such other form of mail as may require a written receipt) to each shareholder at the shareholder's current address as evidenced by the official records of the Corporation;

5. Upon the failure of any shareholder to exercise preemptive rights under this Article, such shareholder's preemptive rights shall lapse as to that particular issue only; and

6. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article of its effect, the prevailing party shall be entitled to recover costs and any attorney's fees, including such expenses in any appeal.

ARTICLE XIII - RESTRICTION ON TRANSFER OF STOCK

The common stock of this Corporation may be transferred, encumbered or disposed of only in accordance with the following provisions:

1. Any shareholder desiring to transfer, encumber, or dispose of any interest in the common stock of this Corporation shall do so only with the written consent of all other shareholders or in accordance with the provisions of this Article;

2. In lieu of obtaining the written consent of all other shareholders, the shareholder desiring to transfer, encumber, or dispose of any interest in his common stock in the Corporation (described as "selling shareholder" hereinafter) shall first offer such interest to the Corporation as follows:

a. The selling shareholder shall notify the Corporation and all other shareholders of his intention to sell by certified mail or such other form of mail as may require a written receipt;

b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or anticipated disposition of the shares of stock in question;

c. From the receipt of the selling shareholder's notice, the Corporation shall have thirty (30) days to purchase the interest of the selling shareholder on the following terms and conditions:

(1) The purchase price for each share of the stock shall be the price established by unanimous written agreement of all shareholders not more than one year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the

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22 SEP 16 PM 3:45

last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the Corporation at the date of the notice of intention to sell shall determine the book value and the Corporation shall pay said amount in cash. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in this agreement or in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;

(2) If the Corporation has sufficient surplus, then whatever surplus is available shall be utilized and the Corporation, through its directors and shareholders, shall reduce the capital of the Corporation in order to provide sufficient surplus for the purchase of all of the offered stock. In the event the Corporation is unable under the law to so reduce its capital sufficiently to allow the Corporation to purchase all of the offered stock, the Corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible. Then the selling shareholder may sell that portion of the unsold stock to outsiders only after first offering it individually to the remaining shareholders, to be purchased at the same price as above defined on a pro rata basis. The Corporation shall have thirty (30) days after the date of the notice of intention to sell or reduce its capital and purchase said stock. Individual stockholders shall have an additional thirty (30) days to purchase any remaining shares.

3. In the event of the death of any shareholder, his stock shall be purchased by the Corporation. In the event the Corporation is unable to purchase any or all of the stock, the remaining shareholders of the Corporation shall have the right, for thirty (30) days, to purchase their respective pro rata shares of the decedent's stock. The estate of the decedent shall be obligated to sell said stock to the Corporation or, alternatively, to the other shareholders. None of the shares of the Corporation may be purchased, acquired or held by anyone other than an individual duly licensed to practice dentistry in the State of Florida. The price to be paid for the decedent's stock and the terms of the purchase shall be determined by the shareholders of the Corporation during or immediately following the organizational meeting of the Corporation. Thereafter, the price and terms of purchase shall be revised from time to time as the shareholders deem appropriate.

4. All certificates of stock of this Corporation shall be labeled with the following endorsement on each share certificate:

"This share certificate is subject to a provision in the Articles of Incorporation (Article XII) which provides for restrictions upon the transfer, encumbrance, or distribution of the stock. A copy of the provision may be obtained from the secretary of the Corporation or from the office of the Florida Secretary of State."

5. This Agreement shall be binding upon the parties hereto, their heirs, successors and assigns and legal representatives.

6. Each shareholder shall execute a will or codicil to an existing will directing the legal representative of his estate to sell the decedent's stock shares under the provisions of this agreement. Failure to so execute a will or codicil shall not affect the

rights of any parties to this agreement nor the obligation of the estate of any deceased shareholder.

7. In the event any transfer, encumbrance, or distribution of stock of the Corporation under this Article creates an equal division of stock between two shareholders or shareholder factions, and any voting deadlock occurs, the President of the Corporation or the person acting in the President's capacity, shall cause the Corporation to issue one share of stock to a person acceptable to the two equal shareholders or shareholder factions, or failing agreement, to the Corporation's resident agent, so that the ability of the Corporation to exist or operate shall not be impaired, and so that dissolution may be avoided.

8. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be entitled to recover costs and attorney's fees, including such expenses in any appeal.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of September, 2022.

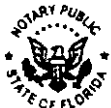


STEPHEN H. BATES, ESQUIRE
Incorporator

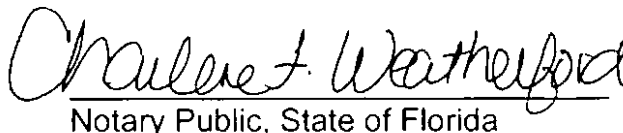
STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me via {☒} physical presence or { } online notarization before me this 14th day of September, 2022, by Stephen H. Bates, Esquire, who is personally known to me and/or produced his _____ as identification.

(SEAL)

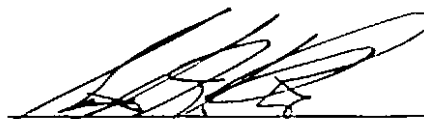


CHARLENE F. WEATHERFORD
Commission # HH 196534
Expires November 28, 2025
Bonded Thru Budget Notary Services


Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned, STEPHEN H. BATES, Esquire, being appointed in the foregoing Articles of Incorporation as the registered agent for PROSTHODONTICS & IMPLANT DENTISTRY, P.A. accepts the appointment as registered agent for said Corporation this 14th day of September, 2022.



STEPHEN H. BATES