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Stefan N. Stroh, DMD, Esthetic Dentistry, P.A.

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FLORIDA PROFIT/NON PROFIT CORPORATION

Stefan N. Stroh, DMD, Esthetic Dentistry, P.A.

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**ARTICLES OF INCORPORATION
OF
STEFAN N. STROH, DMD, ESTHETIC DENTISTRY, P.A.**

The undersigned, for the purpose of forming a corporation pursuant to and in conformity with Chapter 607, Florida Statutes, the Florida Business Corporation Act, as amended from time to time ("Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of the Corporation For Profit shall be Stefan N. Stroh, DMD, Esthetic Dentistry, P.A. ("Corporation").

ARTICLE II

Commencement and Duration

Existence of the Corporation shall commence as of filing. The Corporation shall exist in perpetuity.

ARTICLE III

Street and Mailing Address

The principal office and mailing address of the Corporation shall be 8823 Goodbys Executive Drive, Jacksonville, FL 32217.

This corporation may have branch offices and places of business in the State of Florida and any other state, territory, district or possession of the United States, and any foreign country or countries, as may be determined from time to time by its Board of Directors.

ARTICLE IV

Registered Office, Registered Agent, Branch Offices

The street address of the initial registered office of this corporation is 8823 Goodbys Executive Drive, Jacksonville, FL 32217 and the name of its initial registered agent at such address is Stefan N. Stroh.

ARTICLE V

Purpose(s)

The general purpose for which this corporation is organized is to render dental services and treatment.

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ARTICLE VI

Directors

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Stefan N. Stroh
2587 Windwood Lane
Orange Park, FL 32073

Any one or more of the directors or officers may be removed either with or without cause at any time by the shareholders voting a majority of the common stock of the corporation issued and outstanding and entitled to vote, at any meeting of shareholders called expressly for that purpose. If the office of any director, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the shareholders shall, at a special meeting called for that purpose, by a majority vote of all of the shareholders holding the common stock of the corporation issued and outstanding and entitled to vote, choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancies occurred.

ARTICLE VII

Powers

The powers of the Corporation shall be as provided in the bylaws of the Corporation, in accordance with the Act.

ARTICLE VIII

Authorized Shares

The aggregate number of shares which this corporation is authorized to issue is 100 shares. Said shares may be issued for consideration having a value equal to or greater than the par value as determined, from time to time, by the Board of Directors.

ARTICLE IX

Subscription Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the

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right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE X
Incorporator

The name and address of the incorporator is:

Zachary R. Roth
8818 Goodbys Executive Drive
Jacksonville, FL 32217

ARTICLE XI
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders; provided, however, that any bylaws adopted by the shareholders may not be altered, amended or repealed by the Board of Directors.

ARTICLE XII
Fiduciary Relationships

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 or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholders.

ARTICLE XIII
Indemnities

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XIV
Amendments

These Articles of Incorporation may be amended upon the approval of a majority of the Board of Directors.

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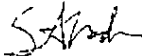
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ARTICLE XV

Registered Agent and Office

The Registered Agent and Registered Office of the Corporation is Stefan N. Stroh at 8823 Goodbys Executive Drive, Jacksonville, FL 32217.

Executed by the undersigned effective June ⁰³____, 2024.



Stefan N. Stroh, "Registered Agent"

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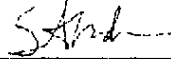
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**CERTIFICATE APPOINTING REGISTERED AGENT &
ACCEPTANCE OF APPOINTMENT**

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

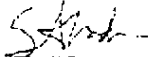
That Stefan N. Stroh, DMD, Esthetic Dentistry, P.A., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Stefan N. Stroh as its agent to accept service of process within the State of Florida.



Stefan N. Stroh, "Registered Agent"

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned accepts such appointment and agrees to act in this capacity, and to comply with the provisions of law relating to keeping said office open.



By: _____
Stefan N. Stroh, Authorized Signor

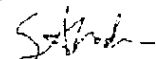
"Registered Agent"

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ACKNOWLEDGMENT

As the shareholder of the above corporation, the undersigned consents to and adopts the above Articles of Incorporation for Stefan N. Stroh, DMD, Esthetic Dentistry, P.A.:

By: 
Stefan N. Stroh, Its President

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NOTARY PUBLIC