

**P95000031948**

**J. KEVIN DRAKE, P.A.**  
**ATTORNEY AT LAW**

**J. KEVIN DRAKE**  
**MARK BRIVIK D.A. L.L.B.**  
*Admitted in U.S.A. only*

**1343 MAIN STREET**  
**SUITE 204**  
**SARASOTA, FLORIDA 34230**  
**PHONE (813) 954-7760**  
**FAX (813) 951-1609**

**April 18, 1995**

**Via Overnight**

**Secretary of State**  
**State of Florida**  
**Corporation Department**  
**409 E. Gaines Street**  
**Tallahassee, Florida 32399**

RECEIVED SECRETARY OF STATE  
APR 19 1995  
TALLAHASSEE, FLORIDA  
\*\*\*123.50\*\*\*

**Re: Walt Towner, P.A.**

**Dear Sir or Madam:**

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

*J. Kevin Drake*

**J. KEVIN DRAKE**

**JKD/ljs**  
**Encls.**

FILED  
55 APR 19 PM 4:07  
TALLAHASSEE, FLORIDA

**BROWN APR 24 1995**

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

**WALT TOWNER, P.A.**

FILED  
95 APR 19 PM 4:07  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent, and licensed to practice medicine in the State of Florida, acting hereby as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**NAME AND ADDRESS OF CORPORATION**

The name and address of the corporation shall be **WALT TOWNER, P.A.**, 7750 South Tamiami Trail, Sarasota, Florida 34231.

**II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

(a) To engage in every aspect of the practice of commissioned real estate sales and related activities as contemplated by Florida Statutes Chapter 475.

(b) To engage and render the professional services involved only through its officers, agents, and employees who shall be real estate brokers, broker-salespersons, and salespersons in good standing and duly licensed or otherwise legally authorized within the State of Florida, to render the same professional services as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

(d) 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 providing of the Articles of Incorporation.

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **III**

#### **CAPITAL STOCK**

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at ONE DOLLAR (\$1.00) per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

(c) Shares of the corporation's stock and certificates 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 services as this corporation.

### **IV**

#### **DURATION**

The corporation shall have perpetual existence.

### **V**

#### **REGISTERED AGENT**

The address of this corporation's initial registered office is 7750 South Tamiami Trail, Sarasota, Florida 34231, and the name of its initial registered agent at said address is WALTER T. TOWNER.

### **VI**

#### **INCORPORATOR**

The name and address of the Incorporator is as follows:

WALTER T. TOWNER  
7750 South Tamiami Trail  
Sarasota, Florida 34231

### **VII**

#### **BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

WALTER T. TOWNER  
7750 South Tamiami Trail  
Sarasota, Florida 34231

#### VIII

##### INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### IX

##### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, directors, stockholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### X

##### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### XI

##### INDEMNIFICATION

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

XII

BYLAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida, governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 18 day of April, 1995.

  
WALTER T. TOWNER

INCORPORATOR

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me on the 18 day of April, 1995, by WALTER T. TOWNER, who  
☐ is personally known to me; or  
☒ produced a current valid Florida drivers license as identification; or  
☒ produced \_\_\_\_\_ as identification.

  
Notary Public  
My Commission expires:



FILED  
MAR 19 PM 4:08  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

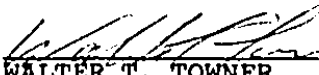
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

First--That **WALT TOWNER, P.A.**, desiring to organize under the  
laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation at City of Sarasota,  
County of Sarasota, State of Florida, has named **WALTER T. TOWNER**,  
located at 7750 South Tamiami Trail, Sarasota, 34231, State of  
Florida, as its agent to accept service of process within this  
state.

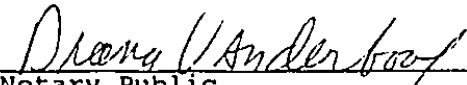
**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**WALTER T. TOWNER**  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me on the  
18 day of April, 1995, by **WALTER T. TOWNER**, who  
☐ is personally known to me; or  
☒ produced a current valid Florida drivers license as  
identification; or  
☐ produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission expires:

