

Law Offices Of

**P9500004899**

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May 31, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 5588  
Tallahassee, FL 32314

RE: Articles of Incorporation/ WALTER F. HAMPE, JR., D.M.D., P.A.

Dear Sirs:

Enclosed please find the Articles of Incorporation for Walter F. Hampe, Jr., D.M.D., P.A. together with a check in the amount of \$122.50 for filing fees. Please file accordingly.

If you have any questions, please contact our office at: (813) 442-2501 between 8:30 am to 5:00 pm.

Thank you for your consideration in this matter.

Respectfully,

LAW OFFICES OF  
GILBERT P. MACPHERSON, P.A.

*Patricia L. Stonis*  
Patricia L. Stonis,  
Legal Assistant to  
Gilbert P. Macpherson

Enclosures  
sec.12.e

**EFFECTIVE DATE**

May 31, 1995

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**ARTICLES OF INCORPORATION**

**OF**

**WALTER F. HAMPE, JR., D.E.D., P.A.**

I, the undersigned incorporator, being a dentist with a license to render services as such under the laws of the State of Florida, hereby subscribe, acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation for the purpose of forming a corporation for profit under Chapters 621 and 607 of the Laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**WALTER F. HAMPE, JR., D.M.D., P.A.**

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation shall be limited to the rendering of professional services. In carrying out this general business purpose, the corporation will have the following powers:

A. To engage in every phase and aspect of the business of dentistry, rendering the same professional services to the public that dentists duly licensed under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through officers and employees and agents who are duly licensed under the laws of the State of Florida to practice dentistry.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

C. This corporation shall have the power to enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has direct or incidental authority to pursue.

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D. To employ generally agents whether they are stockholders or officers of this corporation or otherwise, and to transact any and all business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation; to exercise generally such powers as may be incidental to or convenient for any of the purposes or business of the corporation and to have, exercise and enjoy all the rights and privileges of corporations for profit under Sections 621 and 607 of the laws of the State of Florida, and all amendments thereto.

E. To do each and every thing necessary, suitably proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated as fully as though it were a natural person doing said act and to do any act which at any time shall appear conducive to or expedient for the protection or benefit of this corporation.

### ARTICLE III

#### STOCK

The maximum number of shares of stock to be issued by this corporation shall be 1,000 shares. Each share shall have a par value of (\$1.00) One Dollar and No/100, and all subscriptions of stock shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be fixed by the Board of Directors; and property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors. No person or entity shall be eligible to own stock in this corporation unless he is a licensed and eligible to practice in the State of Florida.

### ARTICLE IV

#### RESTRICTION ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a two-thirds (2/3) majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this 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 relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No

shareholder of this corporation may sell or transfer his shares therein, except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation as provided in the By-Laws adopted by the shareholders.

#### **ARTICLE V**

##### **VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE VI**

##### **EFFECTIVE DATE AND TERM OF EXISTENCE**

The effective date of this Corporation is May 31, 1995. The terms for which said corporation shall exist shall be perpetual unless sooner dissolved by law.

#### **ARTICLE VII**

##### **POST OFFICE ADDRESS**

The post office address of the principal place of business of the corporation shall be: 804 West Bloomingdale Avenue, Suite 4 & 5, Brandon, Florida 33511, with other offices, and branches at such places as may be determined by the Board of Directors.

#### **ARTICLE VIII**

##### **BOARD OF DIRECTORS**

The business of the corporation shall be conducted by the Board of Directors of at least one (1) in number. The names and addresses of the first Board of Directors, who, subject to this Charter, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until an election is held by the

stockholders for the election of Directors and their successors have been duly elected and qualified are:

WALTER F. HAMPE, JR., D.M.D.  
248 55th Avenue N.E.  
St. Petersburg, FL 33703

#### ARTICLE IX

##### SUBSCRIPTION

The names and addresses of each subscriber to this Certificate of Incorporation, and the number of shares each agrees to take are: WALTER F. HAMPE, JR., D.M.D., 248 55th Avenue N.E., St. Petersburg, FL 33703.

#### ARTICLE X

##### AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made. All rights of shareholders are subject to this reservation.

#### ARTICLE XI

##### RESIDENT AGENT

The pursuance of Chapter 48.091, Florida Statutes, Gilbert P. Macpherson is designated as Registered Agent for the Corporation to accept service of process. The registered office of the Registered Agent is located at 1822 Drew Street, Suite 8, Clearwater, Florida 34625.

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

  
Gilbert P. Macpherson  
Resident Agent

IN WITNESS WHEREOF, the subscribers hereof have  
hereto set their hands and seals this 31st day of May, 1995.

In the presence of:

[Signature]  
[Signature]

[Signature]  
WALTER F. HAMPE, JR.

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally  
appeared WALTER F. HAMPE, JR., to me well known and known to me  
to be the person described in and who executed the foregoing  
Articles of Incorporation and he acknowledged before that he  
executed the same freely and voluntarily for the uses and  
purposes therein expressed.

WITNESS, my hand and official seal, this 31st day of  
May, 1995.

My Commission Expires:

[Signature]  
Notary Public  
State of Florida at Large

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