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7/06/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: NEIL SCHAFFEL, P.A.
10651 N KENDALL DR
DADELAND WEST, SUITE 200
MIAMI FL 33176-02-0000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WILLIAM H. MONTES, DMD, P.A.
FAX AUDIT NUMBER: H95000007498
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DIVISION OF CORPORATIONS

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did not go thru earlier.

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95 JUL -6 PM 3:32
DIVISION OF CORPORATIONS

13672
P.O.
R.A. Acceptor

JUL-11-1995 14:16 FROM NEIL SCHAFTEL PA

TO

19049224000 P.02



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

July 7, 1995

NEIL SCHAFTEL, P.A.

MIAMI, FL

SUBJECT: WILLIAM H. MONTES, DMD, P.A.
REF: W95000013672

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000007498
Letter Number: 695000032855

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

10-11-1995 14:17 FROM NEIL SCHAFFEL PD

TO

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ARTICLES OF INCORPORATION
(Professional Association)
OF
WILLIAM H. MONTES, DMD, P.A.

The undersigned, all of whom are duly licensed to practice endodontics in the State of Florida desiring to form a professional corporation in accordance with Chapter 607, Florida Statutes, the "Florida Business Corporation Act", and Chapter 621, Florida Statutes, the "Florida Professional Service Corporation Act", adopt the following Articles of Incorporation:

I. NAME

The name of this Corporation is WILLIAM H. MONTES, DMD, P.A.

II. PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of endodontics and dentistry within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks,

This instrument prepared by:
Neil Schaffel, Esq.
10651 N. Kendall Dr., #200
Miami, Florida 33176
Tele: (305) 279-6500
Florida Bar No. 116095

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bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business of the Corporation and in connection with that practice and any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contacts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

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(g) To invest the funds of the Corporation in real property, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(h) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(i) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

III. DURATION

The term of the existence of the corporation is perpetual.

IV. CAPITAL STOCK

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The maximum number of shares of stock that the corporation is authorized to issue is 7,500, all of which shall be common shares. No share of stock of this corporation shall be issued or transferred to any person who is not a dentist, duly licensed to practice endodontics in the State of Florida.

V. CAPITAL

The amount of stated capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation in this State is 401 LeJeune Road, Suite 400, Coral Gables, Florida 33134 and the name of the initial registered agent at such address is WILLIAM H. MONTES.

VII. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 401 LeJeune Road, Suite 400, Coral Gables, Florida 33134.

VIII. INCORPORATION

The names and post office addresses of the incorporators are:

William H. Montes	8019 S.W. 132nd Street
	Miami, Florida 33156

IX. DIRECTORS

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The initial Board of Directors shall consist of one (1) member.
The names and addresses of the Board of Directors is :

Name

Address

William H. Monton

8019 S.W. 132nd Street
Miami, Florida 33156

X. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice endodontics or dentistry within the State of Florida. Professional services shall be rendered in each case by the office, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of practice.

XI. RESTRICTIONS ON ISSUANCE AND TRANSFER

No share of stock of this Corporation shall be issued or transferred to any person who is not an endodontist or dentist, duly licensed to practice endodontics or dentistry in the State of Florida.

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XII. SHAREHOLDERS' ACTIONS

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote on that action) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

XI. AMENDMENT OF ARTICLES

The corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. Notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

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XI. INDEMNIFICATION

1. The Corporation shall indemnify each of its officers and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include add counsel fees, expert witness fees, court costs and any other costs of similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority vote at a meeting or by a written instruments signed by a majority of all of the directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful. In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or

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proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

2. Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to

JUL-11-1995 14:21 FROM NEIL SCHNEEL PO

TO

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these Articles of Incorporation at Miami, Dade County, Florida, on this
11th day of July, 1995.


William H. Monton, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 11th day
of July, 1995, by WILLIAM H. MONTES, who personally appeared before me
at the time of notarization, and who is personally known to me or who
has produced His Drivers License as identification and
who did not take an oath.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is WILLIAM H. MONTES, DMD, P.A.
2. The address of the registered office is 401 LeJeune Road, Suite 400, Coral Gables, Florida 33134
3. The name of the registered agent at the registered office is WILLIAM H. MONTES.

Dated: July 11, 1995

WILLIAM H. MONTES, DMD, P.A.

By: 
William H. Montes, DMD, President

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 11, 1995


William H. Montes, DMD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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