P45000 66735

FIARRE DE TUNCED. TEA - KAAN DER WELLEN KALKEDING - PADREWAY TITCHING GEREN BELDINGA GUMPS

ATTORNEY AT LAW

REALITER ADDITION POST CITTOS FOR A FOR THE STATE OF THE

1001 PHOINT (407) 264-0334 FAOSIMILE

(407) 269-6840

August 25, 1995

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32301 900001571809 -08/29/95--01040--002 +++++70.00 +++++70.00

Re: VALORIE M. HOUK, D.M.D., P.A.

Dear Sir:

Enclosed please find for filing with your office the Articles of Incorporation for:

VALORIE M. HOUK, D.M.D., P.A.

together with a check in the amount of \$70.00 to cover cost of filing same.

Sincerely

Angela A. Abbott

AAA:eld Enclosures

ARTICLES OF INCORPORATION

OF

VALORIE M. HOUK, D.M.D., P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and admitted to practice as a dentist under the laws of the State of Florida, does hereby form a professional corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is: VALORIE M. HOUK, D.M.D., P.A. The principal place of business of the corporation shall be 139 S. Overlook Drive, Chuluota, Florida, and the mailing address of the corporation shall be P. O. Box 368, Chuluota, FL 32766. The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE II

The nature of the business of this corporation is the practice of periodontics, implantology and any other dentistry and all related business necessary thereto.

ARTICLE III

The capital stock of this corporation shall be 1,000 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is:

VALORIE M. HOUK, D.M.D. 139 S. Overlook Drive Chuluota, FL

ARTICLE VII

The Board of Directors shall consist of the Stockholders of this corporation.

ARTICLE VIII

The names and addresses of the officers are:

NAME ADDRESS OFFICE

VALORIE M. HOUK, D.M.D. P. O. Box 368 President/Sec'y Chuluota, FL 32766

ARTICLE IX

The name and post office address of the sole subscriber to the Certificate of Incorporation is as follows:

NAME ADDRESS

VALORIE M. HOUK, D.M.D. P. O. Box 368 Chuluota, FL 32766

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

- 1. No one other than an individual who is duly licensed as a dentist under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- 2. If any officer, stockholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon her continued rendering of such professional services, she shall sever all employment with, and financial interest in the corporation.
- 3. No shareholder of the corporation may sell or transfer her stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same has been approved at a stockholder's meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer her shares may not be voted or counted for any purpose at said meeting.
- 4. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders, they must have negotiated with the other shareholders and/or the corporation a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy and sell agreement must be filed with the secretary of the corporation and made a part of the records of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sets hand and seal this A24 day of August, 1995.

VALORIE M. HOUK, D.M.D. (SEAL)

STATE OF FLORIDA COUNTY OF

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared VALORIE M. HOUK, D.M.D., to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this $\frac{7}{1}$ day of $\frac{1}{1}$ day of $\frac{1}{1}$ day of

Notary Public, State of Florida My Commission Expires:

ANGELA A. ABBOTT
MY COMMISSION # CC269968 EXPIRES
April 28, 1997
80HCCO THRU TROY FAIN RISURANCE, INC.

STATEMENT OF DESIGNATION AND ACCEPTANCE

OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF

VALORIE M. HOUK, D.M.D., P.A.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607, the undersigned, as President of VALORIE M. HOUK, D.M.D., P.A., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 139 S. Overlook Dr., Chuluota, FL, and the name of the initial registered agent of this corporation at that address is VALORIE M. HOUK, D.M.D.

DATED this 24 day of August, 1995.

VALORIE M. HOUK, D.M.D.

1

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of VALORIE M. HOUK, D.M.D., P.A. at the initial registered office of the Corporation at 139 S. Overlook Dr., Chuluota, FL.

DATED this 29 day of August, 1995.

VALORIE M. HOUK, D.M.D.