

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-225-7171
904-225-0111



networks
PRESTIGIOUS
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 071100000032

REFERENCE : 6,8027 4329479

AUTHORIZATION :

Patricia Pyrite

COST LIMIT : \$ 122.50

ORDER DATE : February 15, 1996

ORDER TIME : 2:00 PM

ORDER NO. : 040827

CUSTOMER NO. : 4329479

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32002

EFFECTIVE DATE

4-1-96

DOMESTIC FILING

NAME: DAVID L. MCINTOSH, D.M.D.,
P.A.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DARINA DUNLAP

EXAMINER'S INITIALS:

RECEIVED
96 FEB 15 PM 4:13
DIVISION OF CORPORATION

FILED
96 FEB 16 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 27 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 16, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DAVID L. MCINTOSH, D.M.D., P.A.
Ref. Number: W96000003598

*remitting - please
give date
- Thx, CEO*

We have received your document for DAVID L. MCINTOSH, D.M.D., P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in the document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00006896

RECEIVED
96 FEB 27 AM 11:10
DIVISION OF CORPORATION

EFFECTIVE DATE

4-1-96

**Articles of Incorporation
of**

DAVID L. MCINTOSH, D.M.D., P.A.

FILED
96 FEB 16 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is DAVID L. MCINTOSH, D.M.D., P.A. The duration of the Corporation is perpetual. These Articles of Incorporation shall be effective and this Corporation shall begin its corporate existence as of April 1, 1996.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 520 South Maitland Avenue, Maitland, Florida 32751.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Trust Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act and Chapter 621 of the Florida Statutes, for the purpose of operating and maintaining an orthodontist practice.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Suite 2300 Orlando, Florida 32801

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Dr. David L. McIntosh	520 South Maitland Avenue Maitland, Florida 32751

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

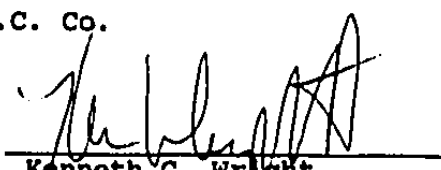
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 14th day of February, 1996.

A.G.C. Co.

By: 

Kenneth C. Wright
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
14th day of February, 1996, by Kenneth C. Wright of
A.G.C. Co., an Ohio corporation, on behalf of the corporation. He
is personally known to me or has produced
as identification.

(NOTARY SEAL)

Karen L. Bohn
(Notary Signature)

Karen L. Bohn
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____



KAREN L. BOHN
MY COMMISSION # 00434647 EXPIRES
September 10, 1998
BONDED THRU TROY FARM INSURANCE, INC.

D:\09900\00010\MCINTOSH\ARTICLES
02\12\96.klb

REGISTERED AGENT CERTIFICATE

FILED
96 FEB 16 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

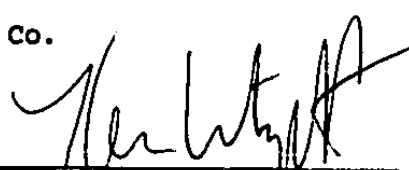
That David L. McIntosh, D.M.D., P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:


Kenneth C. Wright
Vice President

DATED: February 14, 1996