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1201 HAYS STREET

800-112-8086



PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 973644 95101A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 3, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 973644

CUSTOMER NO: 95101A

CUSTOMER: Ms. Nancy Calhoun
SALLEY FEINBERG & HAMES, P.A.

P. O. Box 3829

Orlando, FL 32802-3829

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11:23 AM
DIVISION OF CORPORATIONS
***122.50 ***122.50

DOMESTIC FILING

NAME: WILLIAMSON AND ZANER, 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: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED
JUN 3 1996
11:23 AM
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JL 6/3/96

EFFECTIVE DATE
5/31/90
ARTICLES OF INCORPORATION
OF
WILLIAMSON AND ZANER, P.A.

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
96 JUN -3 PM 3:44

The undersigned, being above the age of twenty-one (21) years and competent to contract, and being a citizen and a resident of the United States of America, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be WILLIAMSON AND ZANER, P.A. and the place of business shall be located at 2825 S.E. 17th Street, Ocala, Florida 34471.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of signing these Articles of Incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist duly licensed under the laws of the State of Florida is

authorized to render, but such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to provide dental services.

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 such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other Corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue 1,000 shares of Class A voting common stock having a par value of \$1.00 per share.

2. Voting Rights. The holders of Class A common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services shall not constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be

located at 390 N. Orange Avenue, #2500, Orlando, Florida 32801 and the initial registered agent of this Corporation at that address shall be Stephen G. Salley. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never below one (1). The names and street addresses of the initial directors of this Corporation are:

Carol E. Williamson, D.M.D. 2825 S.E. 17th Street
Ocala, Florida 34471

David J. Zaner, D.M.D. 2825 S.E. 17th Street
Ocala, Florida 34471

Each Director shall be a dentist duly licensed to render dental services under the laws of the State of Florida.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles as incorporator is Stephen G. Salley whose address is 390 N. Orange Avenue, #2500, Orlando, Florida 32801.

ARTICLE VIII

SHAREHOLDERS

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render dental services

under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. 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 IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

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

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however,

that the capital of the Corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XI

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the

facts stated herein are true, and does hereby subscribe thereto and
herounto set his name and seal this 31st day of May, 1996.

Stephen H. Salley (SEAL)
Stephen G. Salley

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -3 PM 3:44

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

WILLIAMSON AND ZANER, P.A. (the "Corporation"), desiring to organize as a Florida corporation, has named and designated Stephen G. Salley as its Registered Agent to accept service of process within the State of Florida with its registered office located at 390 N. Orange Avenue, #2500, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31st day of May, 1996.



Stephen G. Salley
Registered Agent