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PRESTIGE PRICE
LEGAL & FINANCIAL SERVICES-ACCOUNT NO. : 072100000032

REFERENCE : 045687 4388691

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 7, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 045687

CUSTOMER NO: 4388691

CUSTOMER: Joseph D. Zaks, Esq
KELLY PRICE SIKET & HEUERMAN

P. O. Box 8117

Naples, FL 33941-8117

RECEIVED 11:11:54 AM
AUG 7 1996
***249.00 ***122.50

DOMESTIC FILING

NAME: 991 HIGH POINT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

8/7/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -7 PM 2:05

ARTICLES OF INCORPORATION

OF

991 HIGH POINT, INC.

FILED
CLERK OF STATE
CORPORATIONS
96 AUG -7 PM 2:05

**ARTICLE I
NAME**

The name and address of this corporation is 991 High Point, Inc., 991 High Point Drive, Naples, Florida 34103.

**ARTICLE II
DURATION**

This corporation shall exist perpetually commencing on August 7, 1996.

**ARTICLE III
PURPOSE**

This corporation is organized to engage in any and all purposes allowed a Florida corporation.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 33940 and the name of the initial registered agent of this corporation at that address is Joseph D. Zaks.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

ROBERT C. HEDGEPATH, D.M.D.
991 High Point Drive
Naples, Florida 34103

DAVID J. O'SULLIVAN, D.M.D.
991 High Point Drive
Naples, Florida 34103

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these articles is: Joseph D. Zaks, c/o Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE VIII
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX
SHAREHOLDER QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

**ARTICLE X
MAJORITY VOTE TO AMEND**

These Articles may be amended upon a majority vote of the shareholders.

**ARTICLE XI
MEETINGS**

Any meeting of shareholders may be held whether within or outside the State of Florida.

ARTICLE XII
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XIII
NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XIV
PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XV
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

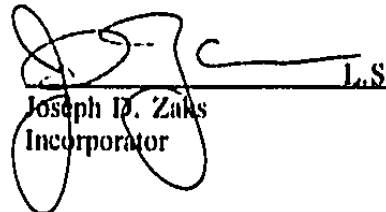
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

ARTICLE XVI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6 day of August, 1996.


Joseph D. Zaks
Incorporator

FILED
SECRETARY OF STATE
ENTERED IN RECORDS
96 AUG -7 PM 2:05

STATE OF FLORIDA

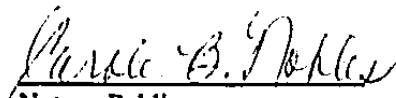
)
) ss:
)

COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared JOSEPH D. ZAKS, who was not sworn and who is ☒ personally known to me or ☐ who presented a driver's license identifying him as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

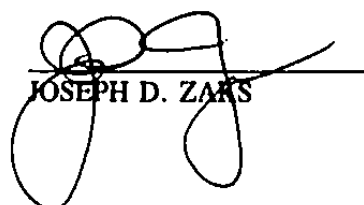
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6 day of August, 1996.




Notary Public
My Commission Expires:

I, JOSEPH D. ZAKS, agree to serve as resident agent and accept service for !! at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 6 day of August, 1996.


JOSEPH D. ZAKS