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PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 045687 4388691

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 7, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 045687

CUSTOMER NO: 4388691

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

P. O. Box 8117

Naples, FL 33941-8117

045687 4388691
08/07/96 10:14 AM
\$\$\$295.00 \$\$\$127.50

DOMESTIC FILING

NAME: HEDGEPATH & O'SULLIVAN, P.A.

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:

gf
8/7/96

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

ARTICLES OF INCORPORATION

OF

HEDGEPATH & O'SULLIVAN, P.A.

FILED
SECRETARY OF STATE
PROFESSIONAL CORPORATIONS

96 AUG -7 PM 2:05

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice dentistry in the State of Florida, associate themselves with the intention of forming a professional service corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

**ARTICLE I
NAME**

The name of the corporation and the address of the principal office of this corporation is HEDGEPATH & O'SULLIVAN, P.A., 991 High Point Drive, Naples, Florida 34103.

**ARTICLE II
DURATION**

The existence of this corporation shall begin on August 7, 1996, and it shall exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose in engaging in the practice of dentistry as a professional corporation and to own and operate a dental clinic for the purposes of providing dental care and treatment, to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional dental services, and to do everything necessary, proper or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue 7,500 shares of 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. No person other than one licensed to practice dentistry in the State of Florida shall be a shareholder of this professional corporation.

**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 34103 and the name of the initial registered agent of this corporation at that address is Kimberly Leach Johnson.

**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 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

The initial directors shall hold office until their successors are elected and qualified as provided in the Bylaws.

**ARTICLE VII
INCORPORATORS**

The names of the persons signing these articles are: ROBERT C. HEDGEPATH, D.M.D. and DAVID J. O'SULLIVAN, D.M.D. The address of both incorporators is 991 High Point Drive, Naples, Florida 34103

**ARTICLE VIII
BYLAWS**

The power to adopt the initial Bylaws shall be vested in the Board of Directors appointed in these articles of incorporation. The power to alter, amend or repeal Bylaws 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 MEETINGS

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

ARTICLE XI 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 XII NO REMOVAL OF DIRECTORS

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

ARTICLE XIII 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 XIV AMENDMENT

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

