

LAW OFFICE OF

RICHARD D. SABA

2033 MAIN STREET, SUITE 303
SARASOTA, FLORIDA 34237

RICHARD D. SABA

OF COUNSEL:
JAMES B.F. OLIPHANT

MEMBER
FLORIDA AND COLORADO BAR

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(941) 952-0990
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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Drs. Cail, Chasolen & Chasolen, P.A.

Gentlemen/Ladies:

Enclosed are the original and a duplicate original of the Articles of Incorporation for the above referenced corporation. Please file the same and return a certified copy to this office.

Our office check in the amount of \$122.50 is enclosed. This amount represents the filing fee, registered agent fee and certified copy charge.

Thank you for your attention to this matter. Should you have any questions, please contact this office.

Very truly yours,

Richard D. Saba

RICHARD D. SABA

RDS:mal
enc.

Cc Tom Cail, Omd.

12/12

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96 DEC 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DRS. CAIL, CHASOLEN & CHASOLEN, P.A.
A Florida Professional Service Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **DRS. CAIL, CHASOLEN & CHASOLEN, P.A.**, a Florida Professional Service Corporation.

ARTICLE II - TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes Section 607.0203(1), the existence of the Corporation shall commence on December 9, 1996. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

ARTICLE III - NATURE OF BUSINESS

This Corporation is organized for the following purposes:

- (a) To engage in the practice of dentistry as a professional corporation and to own and operate a dental office for the purposes of providing dental and orthodontic care and treatment.
- (b) To treat, prescribe, diagnose, or operate for any disease, pain, injury, deficiency, deformity or physical condition of human teeth, gums, jaws, and adjacent tissues.
- (c) To furnish, construct, reproduce, or repair prosthetic dentures or bridges to be used and work as substitutes for natural teeth.
- (d) To supply, repair, or construct orthodontic or various appliances used for the correction of malocclusion or deformities of other structures.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional dental or orthodontic services in the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be 1999 Lincoln Drive, Sarasota, Florida 34236.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue One Thousand Five Hundred (1,500) shares of common stock having a par value of ONE DOLLAR (\$1.00).

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1999 Lincoln Drive, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is THOMAS W. CAIL.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) Director and no more than five (5) Directors. The name and address of the initial Directors of this Corporation who shall serve until their successors are duly elected and qualified are:

NAME

ADDRESS

THOMAS W. CAIL

1999 Lincoln Drive
Sarasota, Florida 34236

HOWARD M. CHASOLEN

1999 Lincoln Drive
Sarasota, Florida 34236

ARTICLE IX - SUBSCRIBER

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

NAME

ADDRESS

THOMAS W. CAIL

1999 Lincoln Drive
Sarasota, Florida 34236

ARTICLE X - SPECIAL PROVISIONS

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

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - MORTGAGE OR PLEDGE OF ASSETS

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and

conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

ARTICLE XIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

ARTICLE XIV - REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XV - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limited on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification

of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XVI- AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 11th day of December, 1996.


THOMAS W. CAIL

STATE OF FLORIDA)
COUNTY OF SARASOTA)

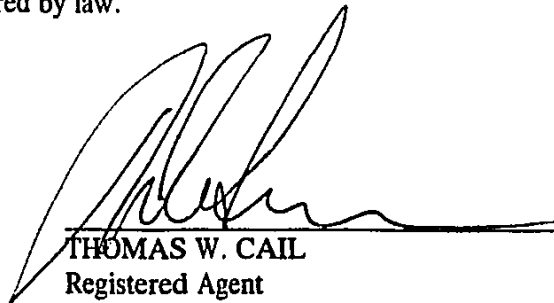
The foregoing instrument was acknowledged before me this 11th day of December, 1996, by THOMAS W. CAIL, who is personally known to me.


Notary Public - State of Florida
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.



THOMAS W. CAIL
Registered Agent

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96 DEC 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA