

SIMPSON & ANDERSON

ATTORNEYS AT LAW

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December 20, 1996

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-12/24/96--01046--001  
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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE

1-1-97

RE: New Corporation Filing

Dear Sirs:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of FRANK M. GUPTON, D.D.S., P.A. for filing as a new Florida corporation.

Also enclosed is our firm's check in the amount of \$122.50, representing the costs of filing in this matter. Thanking you for your assistance, I remain,

Sincerely,

SIMPSON & ANDERSON

  
BRUCE R. ANDERSON, JR., ESQUIRE

BRA/pjp  
Enclosures

FILED  
96 DEC 23 PM 3:00  
TALLAHASSEE, FLORIDA

DEC 30 1996

FILED  
DEC 23 11 30 AM  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

FRANK M. GUPTON, D.D.S., P.A.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and a Doctor of Dental Surgery licensed or otherwise legally authorized to practice by and within the State of Florida, hereby acting as Sole Incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - CORPORATION NAME

The name of this Corporation shall be:

EFFECTIVE DATE  
1-1-97

FRANK M. GUPTON, D.D.S., P.A.

ARTICLE II - TERM OF EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE III - NATURE OF BUSINESS

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the Laws of the State of Florida, viz:

1. To engage in every aspect of the practice of dentistry and all its field of specialization as are engaged in by Dentists in this State.

2. To engage and render the professional service involved only through its officers, agents and employees who are Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To own real and personal property necessary for the rendering of the professional services hereby authorized.

5. To engage in no other business other than the rendering of the professional services specified herein.

#### ARTICLE IV - STOCK CLAUSE

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 1,000 shares of common stock, each with a par value of \$1.00.

#### ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation is:

FRANK M. GUPTON	611 Ponte Vedra Lakes Blvd. Apt. 4106 Ponte Vedra Bch., FL. 32082
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#### ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is:

FRANK M. GUPTON	611 Ponte Vedra Lakes Blvd. Apt. 4106 Ponte Vedra Bch., FL. 32082
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#### ARTICLE VII - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not have their written consent.

#### ARTICLE VIII - STOCK TRANSFER AGREEMENTS

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### ARTICLE IX - FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a) Amendment, alteration, change or repeal of any provisions of the Articles of Incorporation;
- b) Reorganization, merger or consolidation of the Corporation;
- c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- d) Dissolution of the Corporation.

#### ARTICLE X - PRE-EMPTIVE RIGHTS

No holder of any shares of stock of the Corporation shall have any pre-emptive rights whatsoever to subscribe for or acquire additional shares of the Corporation of any class, whether such shares shall be hereby or hereafter authorized; and no holder of shares shall have any rights to subscribe to or acquire any shares which may be held in the treasury of the Corporation; nor shall any holder have a right to subscribe to or acquire any bonds, certificates of indebtedness, debentures or other securities convertible into stock, or carrying any right to purchase stock. All such additional or treasury shares or securities convertible into stock or carrying any right to purchase stock may be sold for such consideration, at such time, on such terms and to such person or persons, firms, corporations or associations as the Board of Directors may from time to time determine.

#### ARTICLE XI - INSPECTION OF BOOKS

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

#### ARTICLE XII - DIRECTORS

##### A. Selection and Replacement:

In any election of Directors by the Shareholders, each Shareholder of record shall have the right to accumulate his/her shares and to give one candidate as many votes as the number of Directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he/she sees fit; provided, however, that notice

shall be given by any Shareholder to the President or the Vice-President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he/she intends to accumulate his/her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the Corporation.

B. Directors' Meetings:

The presence of a majority of the Board shall be necessary at any meeting to constitute a quorum to transact business. No action shall be taken at a meeting of the Board except by majority vote of the members of the Board present at the meeting. In lieu of acting at a meeting, the Board may act without a meeting provided that written consent to the action in question is signed by all of the Directors and filed with the minutes of the Board before or after the action in question is taken.

C. Telephone Meetings:

Members of the Board of Directors shall be deemed present at a meeting of a conference telephone or similar communications equipment by means of such all persons participating in the meeting can hear each other is used.

ARTICLE XIII - INTERESTED DIRECTORS

A. No contract or other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, which approves such contract or transaction, or that his/her or their votes are counted for such purpose:

1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board and the Board approves such contract or transactions by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or,

2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the Shareholders;

3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which approves such contract or transaction.

C. The Board shall have authority to fix the compensation of Directors for services in any capacity.

#### ARTICLE XIV - LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XV - DIRECTOR RELIANCE ON CORPORATE RECORDS

A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him/her to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition

of the Corporation; nor shall he/she be liable if in good faith in determining the amount available for dividends or distribution he/she considers the assets to be of ample value.

#### ARTICLE XVI - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this Corporation who has been rendering dental services to the public becomes legally disqualified to render such professional services within this State or accepts employment that places restrictions or limitations upon his/her continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article XVII dealing with "Amendments". Should any amendments be effected which changes the nature and purpose of this Corporation so that the restrictions of Florida Statutes 621 do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this Corporation, and shall have no financial interest in this Corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the Corporation.

#### ARTICLE XVII - AMENDMENTS

A. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' Meeting unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.



B. In the event the ownership of shares of this Corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to law, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation in the manner and method prescribed in Sub-paragraph A of this Article to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this Sub-paragraph, that vacancy shall be filled by the Shareholders until this amendment is complete and effective, or until such ownership of shares no longer exists. No Shareholder shall be ineligible to vote on any such amendment merely because he/she is an ineligible Shareholder under Florida Statutes 621; but he/she shall have no other voting right.

**ARTICLE XVIII - RIGHTS OF SHAREHOLDERS WHOSE  
INTEREST TERMINATES UNDER ARTICLE XVI**

If any Shareholder of this Corporation be required to terminate his/her financial interest in this Corporation because of the application of Article XVI, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article XVII B, the financial interest of such Shareholder shall terminate immediately and automatically except to receive payment for such stock in this Corporation as may be owned by him/her, and any other amounts that are lawfully due and owing to him/her by the Corporation; and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased,

pledged or redeemed at such price or value and under such terms as shall be authorized or set forth in the By-Laws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.

ARTICLE XIX - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing, but for tax and accounting purposes, the corporate existence shall begin on January 1, 1997.

This election is pursuant to Florida Statutes 607.167.

ARTICLE XX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the office of this Corporation is 611 Ponte Vedra Lakes Blvd., Apt. #4106, Ponte Vedra Beach, Florida 32082. The name and address of the initial registered agent of this Corporation is BRUCE L. ANDERSON, JR., whose address is Ocean South, 3500 South Third Street, Jacksonville Beach, Florida 32250.

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator of this Corporation, hereby executes these Articles of Incorporation and certifies to the truth of the facts herein stated this 20 day of December, 1996.

Frank M. Gupton, D.D.S. SEAL  
FRANK M. GUPTON, D.D.S.

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared FRANK M. GUPTON, D.D.S., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville Beach, Duval County, Florida, this 20th day of December, 1996.



PAULA J. PASEUR  
My Commission OC995340  
Expires Jul. 28, 1998  
Bonded by HAI  
800-422-1558

Paula J. Paseur  
Notary Public

Paula J. Paseur  
Notary Printed Name

FILED  
99 DEC 23 PM 3:00  
JACKSONVILLE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Said Registered Agent named in Article XX hereof has executed the following acknowledgment accepting said office and agreeing to comply with the provisions of Chapter 48.091, Florida Statutes.

I, BRUCE R. ANDERSON, JR., having been named to accept service of process for the above-stated Corporation, at the place designated in Article XX hereof, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Bruce R. Anderson, Jr.  
BRUCE R. ANDERSON, JR.