

P97000035070

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
97 APR 18 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. APR 18 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-18-97		
TIME	9:45		CK No. _____
BY	PS		

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: Oliver Roberts,  
Dmd., P.A.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 16% per Annum.

THANK YOU  
from  
Your Capital Connection

FILED  
97 APR 18 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**OLIVER W. ROBERTS, D.M.D., P.A.**  
**A PROFESSIONAL SERVICE CORPORATION**

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The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation And Limited Liability Company Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

**NAME AND ADDRESS**

The name of the corporation and the address of the principal office, which is also the mailing address of the corporation, are:

OLIVER W. ROBERTS, D.M.D., P.A.  
37039 STATE ROAD 54 WEST  
ZEPHYRHILLS, FLORIDA 33541

**ARTICLE TWO**

**DURATION AND COMMENCEMENT**

The corporation shall have perpetual existence, commencing on April 18, 1997.

**ARTICLE THREE**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- (a) To engage in every aspect of the practice of dentistry, and all its fields of specialization, as are commonly engaged in by persons licensed to practice dentistry in the State of

Florida.

(b) To engage in and render the professional services involved only through its shareholders, officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida. Provided, however, that this provision shall not be interpreted to include in the term "employee", as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(c) To engage in no other business other than the rendition of the professional services specified herein.

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

(e) To acquire, own, hold and dispose of such real and personal property as may be necessary for the rendering of the professional services.

(f) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not prohibited under the laws of Florida.

#### ARTICLE FOUR

#### CAPITAL STOCK

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the corporation's stock and stock certificates shall be issued only to professional corporations, professional limited liability companies, or individuals, who are duly licensed or otherwise legally authorized within the State of Florida to render the same specific

professional services as those for which this corporation is being incorporated. No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of the shareholder's stock in the corporation. No shareholder of the corporation may sell or transfer his shares in the corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the corporation.

#### ARTICLE FIVE

##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is:

37039 STATE ROAD 54 WEST  
ZEPHYRHILLS, FLORIDA 33541

and the name of the initial registered agent at that office is: OLIVER W. ROBERTS.

#### ARTICLE SIX

##### DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial director of this corporation are:

OLIVER W. ROBERTS, D.M.D.  
5035 PINELAKE ROAD  
WESLEY CHAPEL, FLORIDA 33543

#### ARTICLE SEVEN

##### INCORPORATOR AND SUBSCRIBER

The name and address of the person signing these Articles as incorporator and as the initial subscriber to the capital stock of the corporation are:

OLIVER W. ROBERTS, D.M.D.  
5035 PINELAKE ROAD  
WESLEY CHAPEL, FLORIDA 33543

who subscribes to and agrees to take 100 shares of the stock of the corporation.

**ARTICLE EIGHT**  
**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 all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE NINE**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall forthwith sever all employment with, and financial interests in, 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 or her all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE TEN**  
**INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE ELEVEN**  
**INDEMNIFICATION**

The corporation shall indemnify any and all officers, directors and former officers and directors to the full extent permitted by law.

## BYLAWS

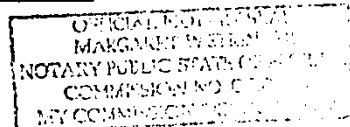
IN WITNESS WHEREOF the undersigned incorporator and subscriber has executed these Articles of Incorporation on April 15<sup>th</sup>, 1997.

*Oliver W. Roberts*  
OLIVER W. ROBERTS


STATE OF FLORIDA  
COUNTY OF Pasco

THE FOREGOING Articles of Incorporation were acknowledged before me on the 15<sup>th</sup> day of April, 1997, by OLIVER W. ROBERTS, who [☒] is personally known to me, or [☐] has produced \_\_\_\_\_ as identification.

*Margaret M. Stungel*  
Notary Public



I HEREBY AGREE to act in the capacity of Registered Agent for the corporation which is the subject of the foregoing Articles of Incorporation and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping my office open for the acceptance of service. I am familiar with the duties and obligations of a registered agent under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and I hereby accept those duties and obligations.

  
OLIVER W. ROBERTS  
37039 STATE ROAD 54 WEST  
ZEPHYRHILLS, FLORIDA 33541

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TALLAHASSEE, FLORIDA