

P97000078496

9/10/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:49 PM

((H97000014969 4))

DIVISION OF CORPORATIONS

FAX #: (850)922-4001

: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN  
CONTACT: KRISTEN DECLEENE  
PHONE: (813)461-1818

ACCT#: 076666002140

FAX #: (813)441-8617

: TAYLOR ORTHODONTIC ASSOCIATES, P.A.

AUDIT NUMBER.....H97000014969

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

6

FILED  
97 SEP 12 AM 8 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nedra SEP 11 1997

FILED  
97 SEP 10 AM 8:01  
H97000014969  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TAYLOR ORTHODONTIC ASSOCIATES, P.A.

The undersigned, being of legal age, natural persons and duly licensed to practice dentistry under the laws of the State of Florida, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this professional corporation shall be TAYLOR ORTHODONTIC ASSOCIATES, P.A. The mailing address of the Corporation is 7280 West Palmetto Park Road, Suite 104-N, Boca Raton, Florida 33433. The address of the Corporation's principal office is 7280 West Palmetto Park Road, Suite 104-N, Boca Raton, Florida 33433.

**ARTICLE II**  
**PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice dentistry within the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

| Number of Shares<br><u>Authorized</u> | Par Value<br><u>Per Share</u> |
|---------------------------------------|-------------------------------|
| 10,000                                | \$0.01                        |

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

Michael G. Little  
911 Chestnut Street  
Clearwater, FL 34616  
(813) 461-1818  
FL Bar No. 861677

H97000014969

B97000014969

**ARTICLE IV  
BY-LAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE V  
DURATION**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation shall be at 7280 West Palmetto Park Road, Suite 104-N, Boca Raton, Florida 33433, and the name of its initial registered agent at such address is Ronald Taylor, D.M.D.

**ARTICLE VII  
COMMITTEES**

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be two (2), and the name and address of the persons sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

| <u>Name</u>           | <u>Address</u>   |
|-----------------------|--|
| Ronald Taylor, D.M.D. | 7280 West Palmetto Park Road, Suite 104-N<br>Boca Raton, Florida 33433 |
| Roger Taylor, D.M.D.  | 7280 West Palmetto Park Road, Suite 104-N<br>Boca Raton, Florida 33433 |

### ARTICLE IX APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 621 of the Florida Statutes shall control.

### ARTICLE X INCORPORATOR

The name and address of the incorporator are as follows:

Name

Address

Ronald Taylor, D.M.D.

7280 West Palmetto Park Road, Suite 104-N,  
Boca Raton, Florida 33433

### ARTICLE XI CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

### ARTICLE XII CORPORATE AND STOCKHOLDER DEBT


The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

H97000014969

**ARTICLE XIII  
INDEMNIFICATION**

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 9<sup>th</sup> day of September, 1997.

  
\_\_\_\_\_  
Ronald Taylor, D.M.D.

H97000014969


H97000014969

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. 548.091, TAYLOR ORTHODONTIC ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida hereby designates Ronald Taylor, D.M.D., located at 7280 West Palmetto Park Road, Suite 104-N, Boca Raton, Florida 33433, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. 548.091(2) relative to maintaining an office for the service of process.

  
Ronald Taylor, D.M.D.

0138156.01  
09/09/97 1:06 PM (d-1)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP 10 AM 8:01

FILED