

PA7 0000 930-5

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

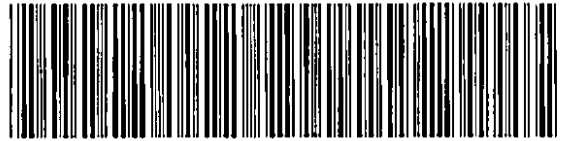
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11/01/18--01002--005 **\$5.00

S. TALLENT
JAN 04 2019

RECEIVED
DEPARTMENT OF STATE
18 NOV - 1 AM 9:32

FILED
18 NOV - 1 AM 9:01

Amended
Restated
N/C

ST

Advanced Incorporating Service

1317 California Street
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-222-CORP
Fax: 850-575-2724
Email: orders@aisincfl.com
Website: www.aisincfl.com

NAME OF ENTITY

Dean, Israel &
Associates, D.D.S., P.A.

FOR OFFICE USE ONLY

PICK ONE:

☐ CERTIFIED COPY ☒ PHOTOCOPY ☐ C.U.S.

FILING:

☐ CORPORATION ☐ LLC ☐ LIMITED PARTNERSHIP ☐ GENERAL PARTNERSHIP
☐ FICTITIOUS NAME ☐ SERVICEMARK/TRADEMARK ☒ AMENDMENT
☐ FOREIGN QUALIFICATION ☐ JUDGMENT LIEN
☐ OTHER _____

RETRIEVAL:

☐ GOOD STANDING CERT/C.U.S. ☐ CERTIFIED COPY ☐ PHOTOCOPY
Of _____

APOSTILLE/CERTIFICATION REQUEST:

Country _____

Amount of Documents _____

DATE 11/1/18 TIME _____

Notes: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2018

ADVANCED INCORPORATING SERVICE
DEAN, ISRAEL & ASSOCIATES, D.D.S., P.A.

SUBJECT: DEAN, ISRAEL & ASSOCIATES, D.D.S., P.A.
Ref. Number: P97000093645

*Corrected
please keep
original file
date
Thanks*

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

PLEASE NOTE THAT THE ADOPTION OF AMENDMENT CANNOT BE AN ARTICLE.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 818A00022629

19 JAN -2 PM 4:11
RECEIVED
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEAN, ISRAEL & ASSOCIATES, D.D.S., P.A.

FILED
18 NOV -1 AM 9:01
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

DEAN, ISRAEL & ASSOCIATES, D.D.S., P.A. (the "**Corporation**"), a corporation organized and existing under the laws of the State of Florida, hereby certifies that:

1. Currently, the name of the Corporation is Dean, Israel & Associates, D.D.S., P.A. Articles of Incorporation of the Corporation were originally filed with the Secretary of State of the State of Florida on October 31, 1997 (the "**Articles of Incorporation**").
2. These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation in compliance with the requirements of the Florida Business Corporation Act (the "**FBCA**") and Florida Professional Service Corporation and Limited Liability Company Act (with the FBCA, collectively, "**Florida Law**").
3. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE I: NAME

The name of the corporation is Dean, Horwitz & Associates, D.D.S., P.A.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 125 Crawford Blvd, Boca Raton, FL 33432.

ARTICLE III: NATURE OF BUSINESS

The Corporation is organized to engage in every aspect of the business of rendering the same professional services to the public that a Dentist, duly licensed under the laws of the State of Florida, is authorized to render. The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

(a) Common Stock. The total number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$0.01 per share ("**Common Stock**"), of which Seven Hundred (700) shares are designated as voting common stock ("**Voting Stock**"), and (ii) Three Hundred (300) shares are designated as non-voting common stock ("**Non-Voting Stock**"). The rights, preferences, powers, privileges, and the restrictions, qualifications and limitations of the Non-Voting Stock are identical to those of the Voting Stock other than with respect to voting as

set forth herein. For all purposes under this Certificate of Incorporation, the Voting Stock and Non-Voting Stock shall together constitute as single class of shares of Common Stock.

(b) Voting Rights.

i. Voting Stock. Except as otherwise required by law or this Certificate of Incorporation, the holders of Voting Stock shall possess exclusively all voting power, and each holder of Voting Stock shall have one vote in respect of each share held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

ii. Non-Voting Stock. Except as otherwise required by law, shares of Non-Voting Stock shall be non-voting; provided that so long as any shares of Non-Voting Stock are outstanding, the Corporation shall not, without the written consent of a majority of the outstanding shares of Non-Voting Stock or the affirmative vote of holders of a majority of the outstanding shares of Non-Voting Stock at a meeting of the holders of Non-Voting Stock duly called for such purpose, amend, alter or repeal (by merger, consolidation, combination, reclassification or otherwise) its Certificate of Incorporation or bylaws so as to adversely affect (disproportionately relative to the holders of Voting Stock) the preferences, rights or powers of the Non-Voting Stock.

(c) Stock Split. Upon the filing and effectiveness (the "**Effective Time**"), pursuant to the FBCA, of these Amended and Restated Articles of Incorporation, each share of the Corporation's common stock, par value \$5 per share, issued and outstanding immediately prior to the Effective Time (the "**Old Common Stock**") will automatically and without any action on the part of the respective holders thereof, be subdivided and reclassified into seven (7) shares of Voting Stock. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of Voting Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of shares of Voting Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified.

ARTICLE V: REGISTERED AGENT

The name and address of the registered agent is Craig J Dean, 125 Crawford Blvd, Boca Raton, FL 33432.

ARTICLE VI: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VII: DIRECTORS

The name and address of each member of the board of directors of the Corporation is:

Craig J Dean, Director
125 Crawford Blvd, Boca Raton, FL 33432

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by Florida Law and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX: ADOPTION OF AMENDMENT

The foregoing Amended and Restated Articles of Incorporation were approved by the board of directors and a majority of the shareholders of the Corporation by written consent pursuant to the FBCA. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment. The date of adoption of each amendment is October 30, 2018.

[Signature Page Immediately Follows]

CERTIFICATE
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEAN, ISRAEL & ASSOCIATES, D.D.S., P.A.

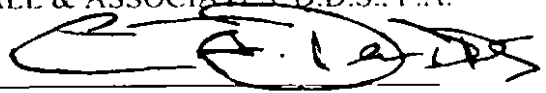
The attached Amended and Restated Articles of Incorporation of Dean, Israel & Associates, D.D.S., P.A. (the "Corporation") were adopted by the shareholders of the Corporation. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 30th day of October, 2018.

DEAN, ISRAEL & ASSOCIATES, D.D.S., P.A.

By: _____

Craig J. Dean, President

A handwritten signature in black ink, appearing to read "C. J. Dean", is written over a horizontal line. The signature is stylized and somewhat cursive.