

**CAPITAL CONNECTION, INC.**

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Faustino G. Garcia,  
D.M.D., P.A.

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- Art of Inc. File \*\*\*\*122.50 \*\*\*\*122.50
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
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- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
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- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
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**ARTICLES OF INCORPORATION**

**OF**

**FAUSTINO G. GARCIA, D.M.D., P.A.**

FAUSTINO G. GARCIA, D.M.D., the undersigned, hereby associates for the purpose of forming a professional corporation for profit under the provisions of Chapters 607 and 621 of the Florida Statutes, pursuant to the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation shall be: **FAUSTINO G. GARCIA, D.M.D., P.A.**

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be to engage in all aspects of the practice of Dentistry. The professional services performed in connection with the corporation's practice of Dentistry may be rendered only through its officers and employees who are duly authorized and licensed to practice Dentistry in the State of Florida.

The corporation shall not engage in any business other than the practice of Dentistry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own such real and personal property as may be necessary for the rendering of the professional services.

**ARTICLE III**

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock having a par value of One and 00/100 Dollar per share, all of which shall be of the same class. All stock issued shall be fully paid and non-assessable. Stockholders shall have preemptive rights with respect to the stock of the corporation, and the corporation may not issue or sell its common stock from time to time without first offering such shares to its existing stockholders.

2. The stock of this corporation may be issued, owed and registered only in the name of an individual or individuals who are duly authorized and licensed to engage in the practice of Dentistry in the State of Florida, and who are employees or officers of this corporation. In the event that a stockholder:

- A) becomes disqualified to practice Dentistry in Florida; or
- B) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of the professional services to practice Dentistry; or
- C) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person, ineligible by law, or by virtue of these Articles, to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the By-Laws of this corporation; or
- D) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder;

then the stock of such Stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this professional corporation and the Stockholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of By-Law provisions or written agreement between the professional corporation and its stockholders, or written agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The Stockholder whose stock becomes so forfeited and is cancelled by the professional corporation shall forthwith cease to be a stockholder, and except to receive payment for his stock in accordance with

the foregoing and any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in the professional corporation.

3. No stockholder of this professional corporation may sell or transfer any of his shares of stock in this professional corporation except to another individual who is then duly authorized and licensed to practice Dentistry in the State of Florida.

4. The professional corporation's Board of Directors is specifically authorized, from time to time, to adopt By-Laws, not inconsistent herewith, restraining the alienation of shares of stock of this professional corporation and providing for the purchase or redemption by the professional corporation of its shares of stock.

#### **ARTICLE IV**

The amount of capital with which this corporation will begin business shall not be less than FIVE HUNDRED AND 00/100 Dollars.

#### **ARTICLE V**

The professional corporation shall have perpetual existence.

#### **ARTICLE VI**

The principal office of this professional corporation shall be located in Coral Gables, Dade County, Florida, and the address of said office shall be 555 BILTMORE WAY, UNIT 102, CORAL GABLES, FL 33134. The Board of Directors may at any time and from time to time, move the principal office of the professional corporation to another location in Dade County, Florida, and it may open additional offices in the State of Florida.

#### **ARTICLE VII**

The number of Directors of this professional corporation shall be no less than one, nor more than three.

#### **ARTICLE VIII**

The name and post office address of each member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation shall hold office for the first year of the professional corporation's existence and until a successor is duly elected and qualified, shall be as follows:

FAUSTINO G. GARCIA, D.M.D. 555 BILTMORE WAY, UNIT 102, CORAL GABLES, FL 33134

#### **ARTICLE IX**

The subscribers to these Articles of Incorporation are the persons named in Article VIII above, and their post office addresses are as there indicated.

#### **ARTICLE X**

In furtherance of, and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the professional corporation:

1. Subject to all restrictions in these Articles and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation not expressly conferred upon or reserved to the Stockholders by Statute, by these Articles of Incorporation or Amendments thereto, or by the corporate By-Laws as constituted from time to time.

2. The professional corporation shall have such officers as may from time to time be required by the By-Laws, and such officers shall be elected and hold office in the manner, and for such periods of time, and shall have such powers and duties as may be prescribed in the By-Laws or as may be determined from time to time by the Board of Directors.

3. Any director and any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time with or without cause, in such manner as provided in the By-Laws.

4. A majority of the Board of Directors shall have exclusive power to make, alter and repeal the By-Laws of the professional corporation.

**ARTICLE XI**

The professional corporation reserves the right to amend or repeal any provision of these Articles in the manner now or hereafter prescribed by law, and all rights conferred on stockholders are granted subject to this reservation.

**IN WITNESS WHEREOF**, FAUSTINO G. GARCIA, D.M.D., the subscribing incorporators, have signed and sealed these Articles for the purpose of forming this professional corporation under the laws of the State of Florida, and hereby acknowledge they will cause these Articles of Incorporation to be filed in the Office of the Secretary of State, State of Florida, and that the facts above are true to the best of the incorporators knowledge.


Dated this 10th day of November, 1997.

  
\_\_\_\_\_  
FAUSTINO G. GARCIA, D.M.D.

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared FAUSTINO G. GARCIA, D.M.D., to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and seal this 10th day of November, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

(SEAL)

O:\WPDATA\CORPS\97554.ARTNovember 10, 1997



Richard W. Lyons  
MY COMMISSION # CC640880 EXPIRES  
April 27, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **FAUSTINO G. GARCIA, D.M.D., P.A.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED **FAUSTINO G. GARCIA, D.M.D.**, LOCATED AT 555 BILTMORE WAY, UNIT 102, CORAL GABLES, FL 33134, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**FAUSTINO G. GARCIA, D.M.D., P.A.**

By:   
FAUSTINO G. GARCIA, D.M.D.

TITLE: PRESIDENT

DATE: NOVEMBER 10, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By:   
FAUSTINO G. GARCIA, D.M.D.

DATE: NOVEMBER 10, 1997

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