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# ARTICLES OF INCORPORATION

OF

# HAROLD S. SINROD D.D.S., P.A.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of becoming a professional service corporation under the laws of the State of Florida.

# ARTICLE I

The name of this corporation shall be Harold S. Sinrod D.D.S., P.A., a professional association.

### ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

## ARTICLE III

The general nature of the business to be transacted by this corporation is:

(a) To engage in every aspect and phase of the business of rendering professional dental and related medical services to individuals, the practice of denistry and medical services and do all things in connection therewith that are customarily done by licensed Endodontists under the laws of the State of Florida; provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to render such professional services. (b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders is no greater in any respect than that of a shareholder-employee of a corporation organized under Chapter 607, Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) In general, either alone or in association with other corporations, firms, or individuals, to do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives enumerated in these Articles of Incorporation, or any amendment thereof, and to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives to such extent as is now or may hereafter be allowable for a corporation organized under Chapter 621, Florida Statutes.

# ARTICLE IV

This corporation is authorized to issue one thousand (1,000) shares of common stock, each share of the par value of one dollar (\$1.00). No shares without nominal or par value shall be issued.

## ARTICLE V

If any shareholder becomes legally disqualified to practice as an Endodontist in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his or her continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws of the corporation.

# ARTICLE VI

The street address of the initial principal office and the initial registered office of this corporation is 104 Nightingale Lane, Gulf Breeze, Florida 32561, and the name of the initial registered agent of the corporation at that office is Harold S. Sinrod.

#### ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine. The name and address of the initial director and the incorporator of this corporation is Harold S. Sinrod, D.D.S., 104 Nightingale Lane, Gulf Breeze, Florida 32561.

### ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

## ARTICLE IX

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

### ARTICLE X

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the

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number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE XI

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than ten percent (10%) of the shares then outstanding.

### ARTICLE XII.

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

## ARTICLE XIII

This corporation shall have all of the corporate powers enumerated in the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, as such chapter presently exists or may hereafter be amended.

this MUTNESS WHEREOF, I have hereunto set my hand and seal this day of December 1997.

Harold S. Sinfoc Incorporator

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STATE OF FLORIDA

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COUNTY OF ESCAMBIA
The foregoing instrument/ $M_{AS}$ sworn to, subscribed to and acknowledged before me this $\frac{f'f'}{d}$ day of December 1997, by Harold S. Sinrod, who did take an oath and who:
is/are personally known to me. produced current Florida driver's license as identification. produced as identification.
Notary Public (Notary Seal Must Be Affixed)
Name of Notary Printed
My Commission Expires
Commission Number:
MY PL, OFFICIAL NOTARY SEAL JAMES S. CAMPBELL MY COMM. EXP: MARCH 16, 1999 COMM. NO: CC 445659

TEL:904 432 2451

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## 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 That Harold S. Sinrod, D.D.S., P.A., following is submitted: desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 104 Nightingale Lane, Gulf Breeze, Florida 32561, has named Harold S. Sinrod, D.D.S., 104 Nightingale Lane, Gulf Breeze, Florida 32561, as its agent to accept service of process within Florida.

Harold S. Sinrod D.D.S., P.A.

By:

Harold S. Sinrod D.D.S

Having been named to accept service of process for the above-stated corporation, at the place designated 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.

Harold S. Sinrod Registered Agent

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Its President