

P98000026482

Veronica Tejedor DMD

Requestor's Name

7795 Nemec Dr. South

Address

W. Palm Bch FL 33406

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

EFFECTIVE DATE

3-15-98

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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23-98

**Articles of Incorporation  
of  
Veronica Tejedor, D.M.D., P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a professional corporation under the provisions of Chapter 607 and 621, Florida Statutes, and pursuant to the following Articles of Incorporation:

**EFFECTIVE DATE**  
3-15-98

**Article I**

Name

The name of this corporation is:

**Veronica Tejedor, D.M.D., P.A.**

**Article II**

Duration

The corporation shall have perpetual existence.

**Article III**

Nature of Business

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

- To engage in every phase and 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, but such professional services shall be rendered only through officers, employees and agents who are duly licensed dentists in the State of Florida.
- This corporation shall not engage in any business other than the practice of dentistry. However, this corporation may invest funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real and personal property necessary for the rendering of the professional services authorized hereby.
- To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in the Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general either alone or in association with other corporation, partnerships, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives for which this corporation is formed, and to have all the powers conferred upon this corporation

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- by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Service Corporation Act.
- The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

#### **Article IV**

##### **Capital Stock**

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of one dollar (\$1.00) per share. The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. None of the shares of this corporation may be issued to anyone other than duly licensed dentists in the State of Florida.

#### **Article V**

##### **Initial Registered Office, Principal Office and Agent**

The street address of the initial registered office and principal office of this corporation in the State of Florida is:

7795 Nemec Drive, South  
West Palm Beach, Florida 33406

The initial registered agent of the corporation at the corporation shall be:

Veronica Tejedor, D.M.D.

#### **Article VI**

##### **Initial Board of Directors and Officers**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial officers and directors of this corporation are:

Veronica Tejedor, D.M.D.  
7795 Nemec Drive, South  
West Palm Beach, Florida 33406

## **Article VII**

### **Incorporator**

The name and address of the person signing these Articles who is a licensed dentist, is:

Veronica Tejedor, D.M.D.  
7795 Nemec Drive, South  
West Palm Beach, Florida 33406

## **Article VIII**

### **Power**

This corporation shall have all of the corporate powers enumerated in the Florida Professional Service Corporation Act.

## **Article IX**

### **Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

## **Article X**

### **Action by Directors without a Meeting**

The Directors of this corporation may take action by written consent as provided by law.

## **Article XI**

### **Indemnification**

This corporation shall have the power, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplements, to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **Article XII**

### **Amendment of Article**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) in subject to this reservation.

## **Article XIII**

### **Bylaw Amendment**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such a bylaw is not subject to amendment or repeal by the directors.

## **Article XIV**

### **Beginning of Corporate Existence**

The date when corporate existence shall begin shall be March 15, 1998.

## **Article XV**

### **Restraint on Alienation of Shares**

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, and regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to regulate and restrict any transferability of the outstanding shares by contract among the said shareholders by and between the shareholders and the corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation.

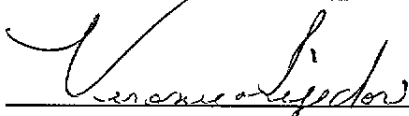
## **Article XVI**

### **Additional Corporate Powers**

In furtherance, and not in limitation of, the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

- The corporation shall have the power to enter into, or become a partner in, any arrangements for the sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.
- The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.
- The corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his or her shares, in accordance with the bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.
- The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.
- The corporation shall have the power to enter into, for the benefits of its employees, one or more of the following:
  - A. A Pension Plan
  - B. A Profit Sharing Plan
  - C. A Thrift and Savings Plan
  - D. Other retirement, death benefit or incentive compensation plan or plans

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14<sup>th</sup> day of March, 1998.

  
 \_\_\_\_\_  
 Veronica Tejedor, D.M.D.

STATE OF FLORIDA  
 COUNTY OF PALM BEACH

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Veronica Tejedor, D.M.D., to me well known to be the persons described as the incorporator and who

executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand an official seal in the County and State aforesaid this 14<sup>th</sup> day of March 1998.

*Elizabeth Forte*

Notary Public, State of Florida at Large

My commission Expires:



**"OFFICIAL SEAL"**

**Elizabeth Forte**

**My Commission Expires 3/16/99**

**Commission #CC 445880**

## Certificate of Designation

### Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is **Veronica Tejedor, D.M.D., P.A.**
2. The name and address of the registered agent and office is:

Veronica Tejedor, D.M.D.  
7795 Nemec Drive, South  
West Palm Beach, Florida 33406

Signature:

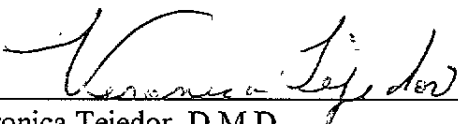
  
Veronica Tejedor, D.M.D.

Title: President

Date: March 14, 1998

Having been named registered agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

  
Veronica Tejedor, D.M.D.

Date: March 14, 1998

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