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LAW OFFICES OF
JOHN H.W. COLE, P.C.

JOHN H.W. COLE
ADMITTED IN
DISTRICT OF COLUMBIA
FLORIDA
NEW YORK
VERMONT
VIRGINIA

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COURT OF CLAIMS
BOARD CERTIFIED
IN TAXATION (FLORIDA)

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FAIRFAX, VA

PAUL, FRANK & COLLINS, INC.
BURLINGTON, VT

August 2, 1999

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
Article No. Z 783 910 953

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

600002951736--8
-08/05/99--01080--002
*****70.00 *****70.00

Re: L.W. Belanger, D.D.S., P.A.

Gentlemen:

I am enclosing for filing the Articles of Incorporation of L.W. Belanger, D.D.S., P.A., together with a photocopy of the signed articles and a check in the amount of \$70.00.

Please date stamp the photocopy and return it to me.

Please indicate in your records that the effective date of incorporation is the date of filing.

If you have any problems or questions concerning the enclosed articles, or require additional information or fees, please call and let me know what's needed rather than return the documents.

Very truly yours,

John H.W. Cole
John H.W. Cole

Enclosures

FILED
99 AUG -5 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe AUG 11 1999

**Articles of Incorporation
of**

L.W. Belanger, D.D.S., P.A.

FILED
99 AUG -5 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of this corporation is **L.W. Belanger, D.D.S., P.A.**

Article II - Effective Date

This corporation shall exist perpetually, commencing as of the date of filing of these Articles.

Article III - Purpose

This corporation is organized for the following purposes:

- A. To engage in every aspect of the practice of dentistry and all of its fields of specialization.
- B. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized to render the professional service of this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To own real and personal property necessary for the rendering of professional services hereby authorized.
- E. To engage in no other business other than rendering of the professional services herein specified.

Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

Article V - Principal Office and Registered Agent

The principal place of business and mailing address of this corporation shall be 406 S. Venus, Clearwater, Florida 33755.

The name of the initial Registered Agent is **Laurent W. Belanger**, and the address of the registered office of the initial Registered Agent is 406 S. Venus, Clearwater, Florida 33755.

Article VI - Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

The name of the initial director of this corporation is **Laurent W. Belanger**.

Article VII - Bylaws

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

Article VIII - Amendment

A. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

B. If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article III to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such

person's office and/or employment with and/or financial interest in this corporation shall cease forthwith unless an amendment to these Articles is made in accordance with the paragraph C of this Article. Should any such amendment be effected then the restrictions of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such disqualified person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

C. In the event the ownership of shares of this corporation shall vest in any person, trust, corporation, estate or partnership who is not by law qualified to own such shares and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by law. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is by law an ineligible shareholder, but he shall have no other voting right.

D. If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of this Article VII, and should these Articles not be amended as provided in Paragraph C, above, then the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or any applicable shareholders' agreement, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

Article IX - Incorporator

The name of the incorporator of this corporation is
Laurent W. Belanger.

The address of the incorporator of this corporation is
406 S. Venus, Clearwater, Florida 33755.

IN WITNESS WHEREOF, the undersigned executed these
Articles of Incorporation this 2 day of August, 1999.


Laurent W. Belanger,

Incorporator

Acceptance of Appointment of Registered Agent

The undersigned hereby acknowledges that he is familiar with and accepts the obligations provided in Florida Statutes

Section 605.325 and hereby accepts appointment as Registered Agent of L.W. Belanger, D.D.S., P.A.

Dated this 2 day of August, 1999


Laurent W. Belanger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA