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CLERK OF STATE
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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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Spelios Dental Associates, P.A.

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

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CONNIE BRYAN

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**ARTICLES OF INCORPORATION
OF
SPELIOS DENTAL ASSOCIATES, P.A.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a professional corporation (the "Corporation") pursuant to the provision of the Professional Service Corporation and Limited Liability Company Act of Florida, does hereby certify as follows:

FIRST, the name of the Corporation is Spelios Dental Associates, P.A.

SECOND, the Corporation is a professional corporation within the meaning of the Professional Service Corporation and Limited Liability Company Act of Florida, Fla. Stat. § 621.01 et. seq. with a principal place of business and mailing address as follows: 245-247 Miracle Mile, Coral Gables, Florida 33134.

THIRD, the total number of shares that this Corporation shall have authority to issue is 200,000 shares of Common Stock (the "Shares"). The par value of each Share is \$.01.

FOURTH, the name and Florida street address of the initial registered agent is: CT Corporation System, 1200 So. Pine Island Road, Plantation, FL 34698.

FIFTH, the name and address of the incorporator of these Articles of Incorporation is: Louis G. Spelios, D.M.D., 7330 Southwest 170 Terrace, Miami, Florida 33157.

SIXTH, the purpose of the Corporation is to engage in the practice of dentistry and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

SEVENTH, the Shares of the Corporation are subject to restrictions on transfer imposed by the Professional Service Corporation and Limited Liability Company Act of Florida, Fla. Stat. § 621.01 et. seq., applicable requirements of the Florida Board of Dentistry, the By-Laws of the Corporation and any Stock Transfer Restriction Agreement among the shareholders and the Corporation.

EIGHTH, except to the extent permitted by law, the Corporation shall render professional services and related services as referred to under ARTICLE SIXTH above only through officers, employees and agents of the Corporation who are duly licensed and registered to render such services under Florida law; and, in acting in the name and on behalf of the Corporation, all officers, employees and agents of the Corporation shall comply in all respects with applicable standards of professional conduct.

All shareholders of the Corporation shall be Qualified Persons, as defined in the Bylaws of the Corporation.

NINTH, no current or former director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former director (i) for a breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this ARTICLE NINTH which restricts or limits the protections provided thereunder to current or former directors shall be effective with respect to actions and omissions of the directors occurring prior to the date said amendment or deletion became effective.

TENTH, the directors may fill vacancies created in the Board of Directors by reason of removal of directors.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinabove named, does hereby execute these Articles of Incorporation this 30th day of August, 1999.



Louis G. Spelios, D.M.D., Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, 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 RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

DATE: Sept. 10, 1999

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary

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