

Figure 16-1

ARTICLES OF INCORPORATION

OF

JOHN SMITH, D.D.S., P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional association (herein called the "Corporation") under Chapters 607 and 621, Florida Statutes, in the practice of dentistry.

ARTICLE FIRST. NAME

The name of the Corporation shall be John Smith, D.D.S., P.A. The principal place of business of this Corporation shall be 305 Tanglewood Drive, Port Richey, Pasco County, Florida.

ARTICLE SECOND. ADDRESS OF PRINCIPAL OFFICE

The Corporation's street address for its principal office and mailing address is 305 Tanglewood Drive, Port Richey, Florida 33512.

ARTICLE THIRD. NATURE OF BUSINESS

The purposes for which the Corporation is formed are to practice the profession of dentistry and to:

1. Engage in every phase and aspect of the general practice of dentistry; provided, however, that the professional services involved in the Corporation's practice of dentistry shall be rendered only through those of its directors, officers, employees and agents who are duly licensed and authorized to practice dentistry in the State of Florida; and
2. Invest the funds of the Corporation in real estate, mortgages, stocks, bonds and any other types of investments and to purchase, own, hold, rent, lease or otherwise acquire or dispose of real and personal property; provided, however, that such investments and property are necessary for or incidental to the practice of dentistry by this Corporation; and
3. Engage in any lawful act or activity for which professional corporations or associations may be formed under Chapters 607 and 621 of the Florida Statutes.

ARTICLE FOURTH. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, without par value.

ARTICLE FIFTH. ADDRESS OF REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be the same as its principal office, and the name of the initial registered agent of the Corporation at that address is John E. Smith, D.D.S.

Figure 16-1

ARTICLE SIXTH. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE SEVENTH. LIMITATIONS ON STOCK

The Corporation may issue its capital stock only to persons who are duly licensed or otherwise legally authorized to practice dentistry in the State of Florida. A Shareholder of the Corporation may sell or transfer his shares only to other individuals who are duly licensed and otherwise legally authorized to practice dentistry in the State of Florida. The initial Shareholder of the Corporation is John Smith, D.D.S.

ARTICLE EIGHTH. PERSONAL LIABILITY

Each Officer, employee or agent of the Corporation, and not Corporation itself, shall be personally liable for negligent or wrongful acts or misconduct by such Officer, employee or agent of the Corporation, except to the extent that indemnification by the Corporation is permitted under Florida law.

ARTICLE NINTH. STOCK REDEMPTION

By action of its Board of Directors without prior approval of the Shareholder, the Corporation may purchase or redeem shares of any class of stock issued by the Corporation, in accordance with such terms and conditions as the Corporation and the applicable Shareholder determines.

ARTICLE TENTH. CONFLICTS OF INTEREST

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, as long as the fact of such relationship or interest is disclosed to the Board of Directors or to the Shareholder or as long as the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholder. Each Corporate Officer or Director is hereby relieved from any liability that might otherwise exist from contracting or dealing with the Corporation for the benefit of himself or of any firm, association, or corporation in which he may be interested, related or associated.

ARTICLE ELEVENTH. SUBSCRIBER

The name and street address of the Subscriber to these Articles of Incorporation is:

J.S. Services, Inc.
221 Tanglewood Drive
Port Richey, Florida 33512

Figure 16-1

ARTICLE TWELFTH. OFFICERS AND DIRECTORS

This Corporation shall have two Officers and Directors, initially. The names and street addresses of the initial Officers and Directors who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Director/President/Treasurer - John Smith, D.D.S.

Director/Secretary - Susan A. Smith

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this _____ day of _____, 199_____.

J.S. SERVICES, INC.

By: _____
Jeffrey Storm, President

ACKNOWLEDGMENT BY INCORPORATOR

STATE OF FLORIDA ?
 ? SS:
COUNTY OF PASCO ?

The foregoing Articles of Incorporation were acknowledged before me this _____ day of _____, 199_____, by J.S. Services, Inc., Incorporator of John Smith, D.D.S., P.A., a new corporation being formed in Florida, on behalf of said Corporation.

Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

John Smith, D.D.S., having been designated to act as registered agent, hereby agrees to act in such capacity.

John Smith, D.D.S.