



01374138

**DO NOT PUBLISH
THIS SECTION
ARTICLE 1**

The corporate name must contain the corporate ending which may be "corporation," "association," "company," "limited," "incorporated," abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form.

ARTICLE 2

The name cannot imply that the corporation is organized for any purpose other than the initial business indicated in this article.

ARTICLE 3

The total number of authorized shares cannot be "Zero" or "Not Applicable."

ARTICLE 4

May be in care of the statutory agent.

ARTICLE 5

The agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location. The agent must sign the Articles or provide a consent to acceptance of the appointment.

**AZ CORPORATION COMMISSION
FILED**

OCT 24 2005

ARTICLES OF INCORPORATION

OF

FILE NO.

- 1237643-3

(An Arizona Business Corporation)

1. Name. The name of the Corporation is SHIPLEY ORTHODONTICS PC

2. Initial Business.

The Corporation initially intends to conduct the business of PROFESSIONAL DENTISTRY

3. Authorized Capital.

The Corporation shall have authority to issue 500 shares of Common Stock.

4. Known Place of Business. (In Arizona)

The street address of the known place of business of the Corporation is:

SUNGROVE MEDICAL PLAZA SUITE 108

20470 N. LAKE PLEASANT ROAD

PEORIA, AZ 85382

5. Statutory Agent. (In Arizona)

The name and address of the statutory agent of the Corporation is:

THOMAS SHIPLEY

15249 W. SHAW BUTTE DRIVE

SURPRISE, AZ 85379

- 1237643-3

**DO NOT PUBLISH
THIS SECTION**A minimum of 1
director is required.**6. Board of Directors**

The initial board of directors shall consist of 1 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of shareholders or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: THOMAS SHIPLEYAddress: 15249 W. SHAW BUTTE DRIVECity, State, Zip: SURPRISE, AZ 85379

Name: _____

Address: _____

City, State, Zip: _____

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. Incorporators.

The name(s) and address(es) of the incorporator(s) is (are):

Name: THOMAS SHIPLEYAddress: 15249 W. SHAW BUTTECity, State, Zip: SURPRISE, AZ 85379**ARTICLE 7**

A minimum of 1
incorporator is
required. All
incorporators must
sign both the Articles
of Incorporation and
the Certificate of
Disclosure.

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability.

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

-1237043-3

**DO NOT PUBLISH
THIS SECTION**EXECUTED this 12TH day of OCTOBER, 2005 by all of the
incorporators.Signed: X THOMAS SHIPLEY

[Print Name Here]

[Print Name Here]

Phone and fax
numbers are optional

PHONE _____

FAX _____

The agent must
consent to the
appointment by
executing the consent.**Acceptance of Appointment By Statutory Agent**The undersigned hereby acknowledges and accepts the appointment as statutory agent of the
above-named corporation effective this 19th day of OCTOBER, 2005.Signed X THOMAS SHIPLEY

[Print Name Here]

The Articles must be
accompanied by a
Certificate of
Disclosure, executed
within 30 days of
delivery to the
Commission, by all
incorporators.[If signing on behalf of a company serving as
statutory agent, print company name here]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISIONPhoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929Tucson Address: 400 West Congress
Tucson, Arizona 85701-1547PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.DSHIPLEY ORTHODONTICS PC

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No XB. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I/(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature]

BY _____

PRINT NAME Thomas Shipley

PRINT NAME _____

TITLE President DATE 10/19/05

TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 04/04

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION SUBMISSION COVER SHEET

Important: USE A SEPARATE COVER sheet for each document.
Please Select AND Complete all the Appropriate Sections 1 through 10:

Regarding (Name/proposed name for Corp./LLC):

1. Type in Name: SHIPLEY ORTHODONTICS PC

2. Filing Type: (Select Only One)

- ☐ Articles of Domestication \$100.00
- ☒ Articles of Incorporation (P) \$ 60.00
- ☐ Articles of Incorporation (NP) \$ 40.00
- ☐ Articles of Organization \$ 50.00
- ☐ Application to Transact Business (B) \$175.00
- ☐ Application to Conduct Affairs (NP) \$175.00
- ☐ Application for New Authority \$175.00
- ☐ Application for Registration \$150.00
- ☐ Articles of Amendment \$ 25.00
- ☐ Articles of Amendment & Restatement ... \$ 25.00
- ☐ Articles of Correction \$ 25.00
- ☐ Articles of Merger/Share Exchange \$100.00
- ☐ Affidavit of Publication No Fee
- ☐ Other: _____

3. Extras:

- ☐ Certified Copies () (Qty @ \$5 each for Corps)
- ☐ Certified Copies () (Qty @ \$10 each for LLC's)
- ☐ Good Standing Certificate () (Qty @ \$10 ea.)
- ☐ Expedite Good Standing (\$35 extra)
- ☐ Expedite Certified Copies (\$35 extra)

4. Processing Type (Select One)

- ☒ Expedited (\$35.00) (Priority service, Additional Fee Per Document) Completed as soon as possible. View current processing times at www.cc.state.az.us/corp
- ☐ Regular View current processing times at www.cc.state.az.us/corp

5. Select Payment type:

- ☒ Check Amt 95⁰⁰ Check # 1035
- ☐ Cash Amt _____
- ☐ MOD Amt _____ MOD # _____
- ☐ No fee required

☐ See attached distribution of funds instructions

6. Total Payment Type Entered \$ 95⁰⁰

7. Other Special Instructions: _____

8. SELECT ONE RETURN DELIVERY OPTION:

- ☒ Mail ☐ Pick Up ☐ Fax # () _____

9. The following individual should be called to pick up completed documents:

Name/Service Co: _____ Phone: () _____

Pick-up by: _____

Date: _____

(FOR ACC USE ONLY. Do not fill in this box)

10. Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Firm Name: OWENS & BONDELL PLLC

Atty: WILLIAM L. OWENS

Address: P.O. BOX 37469

City, State, Zip: PHOENIX, AZ 85069

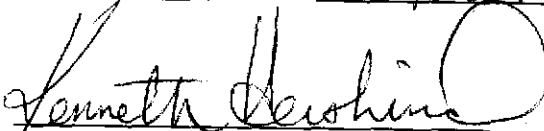
RECEIVED

OCT 24 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

IN WITNESS WHEREOF, we have hereunto set our hands this

20 day of October, 2005.


KENNETH HERSKIND


MIYAKO MATSUI

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ARTICLE IV

The purpose for which this corporation is organized for the transaction of any and all business for which corporations may be incorporated under the laws of the State of Arizona. The character of the business which the corporation initially intends to conduct in this State is that of the operation and management of an owners association for the La COSTA HOMEOWNERS ASSOCIATION, including but not limited to, the collection of dues, contracting for maintenance and repairs, landscaping and other related and necessary obligations.

ARTICLE V

The corporation may indemnify, in its discretion, to the extent permitted by the laws of the State of Arizona, any person who incurs liability by reason of the fact that he or she is an officer, director or agent of the corporation.

ARTICLE VI

Two (2) persons shall constitute the initial Board of Directors, and the names and addresses of those who are to serve as such are as follows:

KENNETH HERSKIND
MIYAKO MATSUI
3990 N. Stockton Hill Road
Suite F, PMB #414
Kingman AZ 86409

Until the next annual meeting, KENNETH HERSKIND shall be President/Treasurer and MIYAKO MATSUI shall be Vice President/Secretary.