

## ARTICLES OF INCORPORATION

OF

E. A. ISBELL, M.D., P.C.

The undersigned, E. A. Isbell, M.D., being duly licensed to practice medicine in the State of Alabama, being engaged in the practice of medicine and desiring to become a professional corporation under the laws of Alabama, does hereby adopt the following Articles of Incorporation for such professional corporation:

FIRST: The name of the corporation is E. A. Isbell, M.D., P.C.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

(a) To engage in, conduct and carry on the practice of medicine and surgery, to render all types of professional services involved in the practice of medicine; to engage in and conduct medical research and study; and to perform medical laboratory procedures incident to the practice of medicine.

(b) To lend money and to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to take and hold real and personal property as security for the payment of funds so loaned or invested;

(c) To purchase, lease, own, hold, and use property, whether real, personal or mixed, necessary or appropriate for rendering its professional services; and

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

Thomas Lefler  
1600 Bank for Savings Bldg  
Morris Ave, B'ham, Al.

(e) To transact any or all lawful business for which professional corporations may be incorporated under the Professional Corporation Act of Alabama.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) shares of common stock of the par value of \$1.00 per share.

FIFTH: The address of the initial registered office of the corporation is: 2925 MacAlpine Circle, Birmingham, Alabama 35243, and the name of its initial registered agent at such address is E. A. Isbell, M.D.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
E. A. Isbell, M.D.	2925 MacAlpine Circle Birmingham, Alabama 35243
Tommie Lewis	800 Memorial Drive Bessemer, Alabama 35020
Sara Ann Warren	301 Wildhaven Circle Gadsden, Alabama 35901

SEVENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
E. A. Isbell, M.D.	2925 MacAlpine Circle Birmingham, Alabama 35243

BOOK 23 PAGE 918  
EIGHTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a pre-emptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable, subject, however, to the provisions of the ninth paragraph hereof.

NINTH: This corporation shall issue its shares of capital stock only to individuals who hold a license to practice medicine in the State of Alabama. A shareholder may voluntarily transfer his shares of the capital stock of the corporation only to an individual who holds a license to practice medicine in the State of Alabama. No shares may be transferred upon the books of the corporation until there is presented and filed with the corporation a certificate by the Alabama State Board of Medical Examiners stating that the individual to whom the transfer is to be made or the shares issued holds a license to practice medicine in the State of Alabama.

TENTH: This corporation may from time to time lawfully enter into any agreement to which all the holders of record of the issued and outstanding shares of its capital stock

shall be parties providing for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder. In the absence of such an agreement, the corporation shall purchase the shares of a deceased shareholder or a shareholder no longer qualified to own shares within ninety days after the death or disqualification of the shareholder, all in accordance with § 18 of the "Professional Corporation Act" of Alabama.

ELEVENTH: The corporate powers shall be exercised by the board of directors, except that no member of the board of directors or officer of this corporation who is not duly licensed to practice medicine in the State of Alabama shall participate in any decisions constituting the practice of medicine and that professional services shall be rendered only by officers, employees or agents of the corporation who themselves hold a license to practice medicine in the State of Alabama, and except as otherwise provided by statute or by these Articles of Incorporation. For the purposes of the immediately foregoing sentence, the term "employee" shall be defined as it is in §13 of the "Professional Corporation Act" of Alabama.

Dated December 30, 1982.

E. A. Isbell M.D.  
E. A. Isbell, M.D.  
Incorporator

# State of Alabama

SHELBY County

## CERTIFICATE OF INCORPORATION

OF

E. A. ISBELL, M.D., P.C.

The undersigned, as Judge of Probate of \_\_\_\_\_ County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of E. A. ISBELL, M.D., P.C., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of E. A. ISBELL, M.D., P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of DECEMBER, 19 82.



1982 DEC 30 AM 1:32

Thomas A. Brunden, Jr.  
Judge of Probate

Thomas A. Brunden, Jr.  
JUDGE OF PROBATE

Recd 25.00  
Jud 1.00  
26.00

BOOK 23 PAGE 920