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ARTICLES OF INCORPORATION
OF
SOUTHERN DENTAL ASSOCIATION

WE, THE UNDERSIGNED, hereby associate ourselves for the purpose of forming a non-profit corporation under the laws of the State of Alabama, pursuant to the Alabama Non-Profit Corporation Act, and hereby certify as follows:

ARTICLE I

NAME

The name of the corporation shall be:

SOUTHERN DENTAL ASSOCIATION

ARTICLE II

PURPOSE

The corporation is organized as a non-profit corporation, the purpose of which shall be solely to develop and foster scientific medicine and services of dentistry. The corporation shall operate exclusively for charitable, service, scientific and educational purposes. The corporation is authorized to do and perform any and all acts and services incidental or necessary to carry out the above purposes and to engage in any lawful act or activity for which a non-profit corporation may be organized under the Alabama Non-Profit Corporation Act.

In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its

Richard Shuckla

assets, the corporation's property shall be conveyed or distributed to a corporation which is at the time of the receipt of such assets an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, and as a public charity under Section 509(a) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), as the Advisory Board of the corporation may determine.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempts to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

POWERS

The corporation shall possess and may exercise all of the powers and privileges granted by the laws of the State of Alabama, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the corporation shall not engage

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in activities that are not in furtherance of its charitable, scientific, or educational purposes other than as an insubstantial part of its activities.

ARTICLE IV

TERM OF EXISTENCE

The term for which the corporation is to exist shall be perpetual.

ARTICLE V

MEMBERSHIP

The corporation shall be organized as a nonstock, membership corporation.

5.1 ACTIVE MEMBERS

The membership of the corporation shall be by invitation to dentists who are engaged in the practice of dentistry.

5.2 ASSOCIATE/EMERITUS MEMBERS

The corporation may have such classes of associate and emeritus membership as may from time to time be provided for in the Bylaws, but who shall be non-voting members.

5.3 ADVISORY BOARD

The Advisory Board, subject to the initial Advisory Board, shall be elected by the members at its annual meeting.

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ARTICLE VI
INCORPORATORS

The name and addresses of the subscribers to these Articles of Incorporation and incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert P. Mosca Executive Vice President	2017 Lakemoor Drive Birmingham, Alabama 35244
Marc B. Wilson Associate Executive Director	3316 Afton Way Birmingham, Alabama 35243

ARTICLE VII
ADVISORY BOARD

7.1 NUMBER

The affairs of the corporation are to be managed by an Advisory Board consisting of no fewer than three (3) Advisory Board Members, the exact number of which shall be from time to time fixed by, or in the manner provided in, the bylaws. The first Advisory Board shall consist of six (6) members.

7.2 INITIAL BOARD

The names and addresses of the initial Advisory Board are:

<u>Name</u>	<u>Address</u>
Ronald T. Barganier, D.M.D.	2920 Marti Lane Montgomery, Alabama 36116
Bobby J. Bell, D.M.D.	1633B Montgomery Highway Hoover, Alabama 35244

Jeffrey M. Bern, D.M.D.	3005-D McGehee Road Montgomery, Alabama	36111
Richard L. Skinner, D.M.D.	2013 Lakemoor Drive Birmingham, Alabama	35244
Robert P. Mosca	2017 Lakemoor Drive Birmingham, Alabama	35244
Marc B. Wilson	3316 Afton Way Birmingham, Alabama	35243

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The initial Advisory Board shall be divided into three classes: A, B, and C. Initial Class A, B, and C Advisory Board Members shall serve for terms of three (3), four (4) and five (5) years, respectively. Each of the successors of the initial Advisory Board shall be elected to five (5) year terms, subject to the limitations set forth below.

7.3 POWERS

The Advisory Board shall act for the corporation and shall have the power to decide all matters relating to the conduct of business for the corporation.

7.4 REELECTION

Except for the initial Advisory Board, no Advisory Board Member shall be eligible to serve more than three (3) full and consecutive terms as Advisor of the corporation.

7.5 RESIGNATION AND REMOVAL OF TRUSTEES

Provision for removing and resignation of Advisory Board Members, for filling vacancies on the Advisory Board shall be established in the bylaws.

ARTICLE VIII

OFFICERS

8.1 NUMBER

There shall be three (3) officers of the Corporation. They are: President, President-Elect, and Secretary-Treasurer.

8.2 ELECTION AND TERM OF OFFICE

Officers shall be elected for a term of one (1) year by the members at the annual meeting of the corporation.

8.3 POWERS AND DUTIES

The powers and duties of the officers of the corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the bylaws of the corporation.

8.4 INITIAL OFFICERS

The names and addresses of the initial officers are:

<u>Name</u>	<u>Address</u>
Ronald T. Barganier, D.M.D. President	2920 Marti Lane Montgomery, Alabama 36116
Bobby J. Bell, D.M.D. President-Elect	1633B Montgomery Highway Hoover, Alabama 35244
Robert P. Mosca Secretary-Treasurer	2017 Lakemoor Drive Birmingham, Alabama 35244

ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this corporation shall be vested in the Advisory Board.

ARTICLE X

AMENDMENTS

The power to alter, amend, or repeal these Articles of Incorporation shall be vested in the members and may be exercised only upon the affirmative vote of a majority of the members.

ARTICLE XI

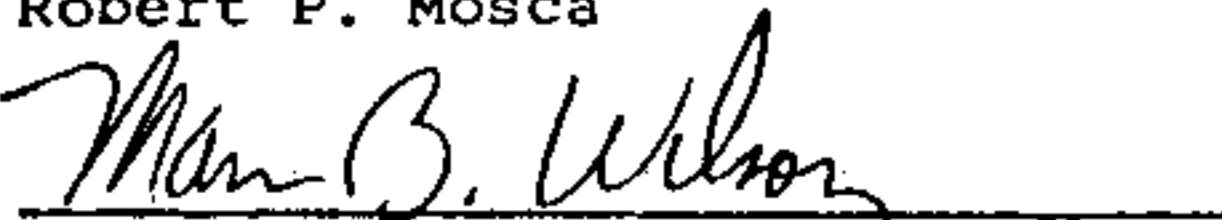
REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the corporation is 2017 Lakemoor Drive, Birmingham, Alabama 35244.

The registered agent at that address is Robert P. Mosca.

IN WITNESS WHEREOF, the undersigned have signed these Articles this 6 day of May, 1986.


Robert P. Mosca


Marc B. Wilson

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STATE OF ALABAMA)

SHELBY COUNTY)

Before me, personally appeared, Robert P. Mosca and Marc B. Wilson, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 6 day of May, 1986.

Janet J. King
Notary Public

My Commission Expires: _____ My Commission Expires Mar. 12, 1988.

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

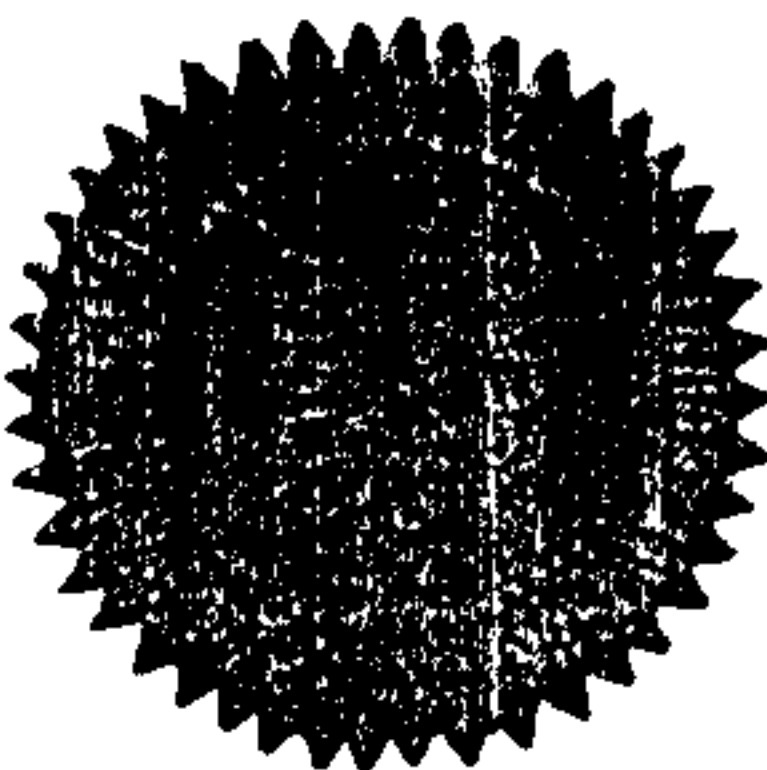
OF

SOUTHERN DENTAL ASSOCIATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of SOUTHERN DENTAL ASSOCIATION, duly signed and verified pursuant to the provisions of Section 10--3-23 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 SOUTHERN DENTAL ASSOCIATION, and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 7th day of MAY, 19 86



STATE OF ALA. SHELBY CO
I CERTIFY THIS
INSTRUMENT WAS FILED

1986 MAY -7 PM 1:16

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 25.00
Jud 1.00
26.00

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