

2632

ARTICLES OF INCORPORATION

OF

DOUGLAS C. CLARK, O.D., P.C.

KNOW ALL MEN BY THESE PRESENTS, That, the undersigned person, duly licensed to practice Optometry under the Laws of the State of Alabama, does hereby associate himself pursuant to Title 10-4-380, et seq. of the Code of Alabama, 1975, as amended, known as the "Revised Alabama Professional Corporation Act", for the purpose of forming a professional corporation under said Act, and do declare:

FIRST: The name of the corporation shall be Douglas C. Clark, O.D., P.C.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which this corporation is formed are:

- (a) To render professional eye exams, contact lens evaluation, dispense eyewear and render general eye care.
- (b) To engage in the optometry business as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.
- (c) To engage in such other businesses as may be authorized or permitted by the Revised Alabama Professional Corporation Act.
- (d) To do and engage in any business which a natural person can do.

Return To:
Doel C. Watson
Attorney at Law
P.O. Box 987
Alabaster, AL 35007

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(e) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

(g) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and character.

(h) To purchase, acquire, hold, sub-divide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

(i) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

(j) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(k) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(l) To issue bonds, debentures, or obligations of this corporation from time to time, for any

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of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(m) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) of the par value of Ten and No/100 Dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the corporation is Suite #3, 2711 Montgomery Highway, Pelham, Alabama 35124, and the name of its initial registered agent is Douglas C. Clark.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until the successor is elected and shall qualify is:

Douglas C. Clark

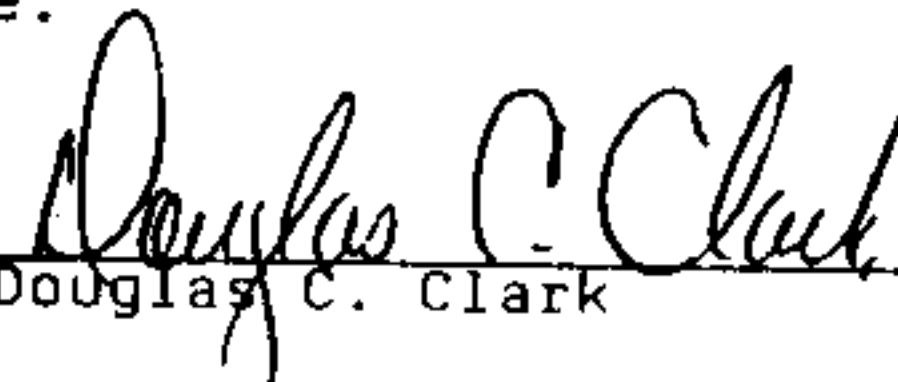
1445 Sequoia Trail
Alabaster, Alabama 35007

SEVENTH: The name and address of the incorporator is:

Douglas C. Clark

1445 Sequoia Trail
Alabaster, Alabama 35007

EIGHTH: If any shareholder, member of the Board of directors, officer, agent or employee of the corporation becomes legally disqualified to practice optometry in the State of Alabama, accepts employment or is elected to a public office which, pursuant to existing law is a restrictional limitation upon his practice of optometry, he shall sever all relations which he has with the corporation of every kind, nature and description, including specifically, but not limited to, his financial interest in the corporation, his membership on the Board of Directors, his position as an officer of the corporation or his position as an employee or agent of the corporation, as the case may be.


Douglas C. Clark

VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
DOUGLAS C. CLARK, O.D., P.C.

STATE OF ALABAMA:

COUNTY OF SHELBY:

Before me, the undersigned, a Notary Public, in and for said County in said State, personally appeared Douglas C. Clark, who, being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporator of Douglas C. Clark, O.D., P.C., a proposed corporation, to receive subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto, and marked as Exhibit "A", the amount of capital stock paid in is One Thousand and No/100 (\$1,000.00) Dollars which said amount is more than the minimum amount required by law.

That the said Douglas C. Clark has been paid in cash and/or contributions to the capital assets to affiant as such agent for the said incorporator and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

Douglas C. Clark
Douglas C. Clark

Sworn to and subscribed before me this the 29th
day of December, 1986.

Jamie E. Culbertson
Notary Public



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EXHIBIT "A"
SUBSCRIPTION LIST TO CAPITAL STOCK OF
DOUGLAS C. CLARK, O.D., P.C.

STATE OF ALABAMA:
COUNTY OF SHELBY:

I, the undersigned, do hereby subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite my name, said stock to be issued by an Alabama corporation to be styled "Douglas C. Clark, O.D., P.C.", and with its principal office to be located in Pelham, Shelby County, Alabama, it being further understood and agreed that the said stock will be paid for by the undersigned, as the incorporator of said Alabama corporation, upon the formation of the same.

Common stock is Ten and No/100 (\$10.00) Dollars per share.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Douglas C. Clark	100	\$1,000.00

Done this the 29th day of December,
19 86.

Douglas C Clark
Douglas C. Clark



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Douglas C. Clark, O.D., P.C.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Douglas C. Clark, O.D., P.C.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 22, 1986 - expires 4-22-87

Date

Don Siegelman

Secretary of State

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

DOUGLAS C. CLARK, O.D., P.C.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of DOUGLAS C. CLARK, O.D., P.C., duly signed pursuant to the provisions 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 DOUGLAS C. CLARK, O.D., P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 31st day of DECEMBER, 19 86.

Thomas A. Lawrence, Jr.

Judge of Probate

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

1986 DEC 31 AM 2:39

Thomas A. Lawrence, Jr.
JUDGE OF PROBATE

Revised
35.00
1.00
36.00