

This instrument was prepared by:

Gary S. Schiff  
Najjar Denaburg, P. C.  
2125 Morris Avenue  
Birmingham, Alabama 35203

**ARTICLES OF INCORPORATION**  
**OF**  
**J.J.M. ASSOCIATES, P.C.**

Inst # 1995-30561

10/25/1995-30561  
09:45 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 MCD 90.00

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned incorporator, desiring to form a professional corporation in accordance with the Revised Alabama Professional Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the professional corporation is:

J.J.M. Associates, P.C.

**ARTICLE II**

**PURPOSE**

The purpose for which this professional corporation is organized shall be to engage in and carry on all branches of the practice of medicine, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional

business and in connection with any other proper business activity in which the professional corporation may engage;

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts;

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the professional corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing;

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity;

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings, and to do any other act legal under the laws of the State of Alabama with all the powers conferred on corporations by the laws of the State of Alabama;

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect; and

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Revised Alabama Professional Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

### ARTICLE III

#### INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of this professional corporation is 5314 Mountain Park Circle, Indian Springs, Alabama 35124, and the name of its initial registered agent at such address is Mark S. Williams, M.D.

#### ARTICLE IV

##### INCORPORATORS

The name and post office address of the incorporator forming this professional corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary S. Schiff	2125 Morris Avenue Birmingham, Alabama 35203

#### ARTICLE V

##### AUTHORIZED SHARES

The aggregate number of shares which this professional corporation shall have authority to issue shall be one thousand (1,000) common shares having a par value of One Dollar (\$1.00) per share.

All common stock issued shall be fully paid and non-assessable. Each share of such stock shall be entitled to one vote. The shareholders shall have no preemptive rights with respect to the stock of this professional corporation and this professional corporation may issue and sell its common stock from time to time without offering such shares to the shareholders then holding its common stock. Stock of this professional corporation shall be issued only to qualified persons as defined under the Revised Alabama Professional Corporation Act.

#### ARTICLE VI

##### STATED CAPITAL

This professional corporation shall begin business with at least one hundred (100) shares of its common stock of the aggregate par value of One Hundred Dollars (\$100.00).

#### ARTICLE VII

##### DIRECTORS

The number of directors constituting the initial Board of Directors of this professional corporation is three (3), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders or until a successor is elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Mark S. Williams, M.D.	5314 Mountain Park Circle Indian Springs, Alabama 35124
John Nicholas, M.D.	2109 Swan Lake Cove Birmingham, Alabama 35244
Joseph Nicholson, M.D.	1708 Indian Creek Drive Birmingham, Alabama 35243

No member of the Board of Directors who is not a qualified person as defined under the Revised Alabama Professional Corporation Act shall participate in any decisions of the professional corporation in connection with the rendering of such professional services by the corporation.

### ARTICLE VIII

#### DURATION

The period of duration for the professional corporation shall be perpetual.

### ARTICLE IX

#### RESTRICTIONS ON TRANSFER

This professional corporation may, from time to time, lawfully enter into any agreement, to which all or less than all of the holders of record of the issued and outstanding shares shall be parties, restricting the transfer of any or all shares represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this professional corporation, provided that such restrictions be stated upon each certificate representing such shares.

### ARTICLE X

#### INTEREST OF MEMBERS OF BOARD OF DIRECTORS IN CONTRACTS

No contract or other transaction between this professional corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of this professional corporation are interested in or are members, shareholders, governors, directors or officers of such firm, association or corporation; and no contract, act or transaction of this professional corporation with any individual, firm, association or corporation shall be affected or invalidated



by the fact that any of the members of the Board of Directors of this professional corporation are parties to or interested in such contract, act or transaction or are in any way connected with such individual, firm, association or corporation. Each and every individual who may become a member of the Board of Directors of this professional corporation is hereby relieved from any liability that might otherwise exist from contracting with this professional corporation for the benefit of such individual or any firm, association or corporation in which such individual may in any way be interested.

## ARTICLE XI

### AMENDMENTS AND CAPTIONS

This professional corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation at any time upon the affirmative vote of the holders of a majority of the outstanding shares of the professional corporation at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein are granted subject to this reservation.

The captions contained in these Articles of Incorporation are for convenience and reference and in no way define, describe, extend or limit the scope of intent of these Articles or the intent of any provision contained herein.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation on this 24th day of October, 1995.

  
\_\_\_\_\_(SEAL)  
Gary S. Schiff,  
Incorporator

# STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

J.J.M. Associates, P.C.

This domestic corporation name is proposed to be incorporated in ~~Shelby~~ Jefferson County and is for the exclusive use of Cindy McCraw, 2125 Morris Avenue, Birmingham, AL 35203 for a period of one hundred twenty days beginning October 11, 1995 and expiring February 9, 1996.



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.

October 11, 1995

Date

*Jim Bennett*

Jim Bennett

Secretary of State

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