


CERTIFICATE OF FORMATION
OF
HEALTHCARE CONSULTANTS, LLC


20121106000427330 1/6 \$156.00
Shelby Cnty Judge of Probate, AL
11/06/2012 02:28:35 PM FILED/CERT

To: The Honorable Judge of Probate
Shelby County, Alabama

The undersigned, acting as incorporator, desiring to form a Domestic Limited Liability Company (LLC) in the State of Alabama, does hereby adopt this Certificate of Formation under Code of Alabama (1975) Sections 10A-1-3.05 and 10A-5-2.02.

ARTICLE I
NAME

- 1) The name of the limited liability company shall be and is:

Healthcare Consultants, LLC

- 2) A copy of the name reservation from the Secretary of State is attached hereto as required pursuant to Code of Alabama (1975) Section 10A-1-4.02(f).

- 3) The street address and mailing address of the principal office of the limited liability company is:

214 Norwick Forest Drive

Alabaster, AL 35007

A majority of the Members may, at any time, and from time to time, change the location of such registered office.

4) The initial registered agent designated of the limited liability company is **Tommy J. Richardson**. The street and mailing address of the registered agent is the same as in #3 above.

5) The purposes for which the limited liability company is formed are:

(a) To broker all aspects of healthcare transactions between buyers and sellers of hospices, home health, durable medical equipment, hospitals, etc. and to provide clinical, business and management consulting for hospice, home health, durable medical equipment and wound care providers.

(b) To purchase, rent, lease, mortgage, sell, hold, cultivate and otherwise acquire, maintain, and dispose of real estate and personal property of any kind or character situated or located in Shelby and Jefferson Counties, Alabama, or any other County of the State of Alabama, or any State in the United States;

(c) To buy and sell accounts and mortgages;

(d) To purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of; trade, deal in and deal with goods, wares and merchandise and personal property of every kind and description; to acquire and pay for in cash, stocks or bonds of this limited liability company or otherwise, the good will, rights, assets and property; to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

(e) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and

all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

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

(g) To borrow or raise monies for any of the purposes of the limited liability company and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds and evidences of indebtedness, and to secure the payment of any principal thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the limited liability company, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the limited liability company for its company purposes;

(h) To loan to any person, firm or corporation any of its surplus funds, either with or without security;

(i) To purchase, hold, sell and transfer the shares of its own membership interests, provided it shall not use its funds or property for the purchase of its own shares of membership interests when such would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own membership interests belonging to it shall not be voted upon directly or indirectly;

(j) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(k) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Alabama upon limited liability companies formed under the Alabama Limited Liability Company Act in Title 10A, Chapter 5 of the Code of Alabama, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall be, except where otherwise expressed, in nowise limited or restricted by reference to, or inference from, the terms of any other

clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

6) The period of duration shall be perpetual.

7) The name of the Organizer is:

James A. Kee, Jr.

Attorney at Law

P. O. Box 43347

Birmingham, AL 35243

8) The names of and the members of the Limited Liability Company are:

Tommy J. Richardson and Rita K. Richardson

214 Norwick Forest Drive

Alabaster, AL 35007

The managing member is:

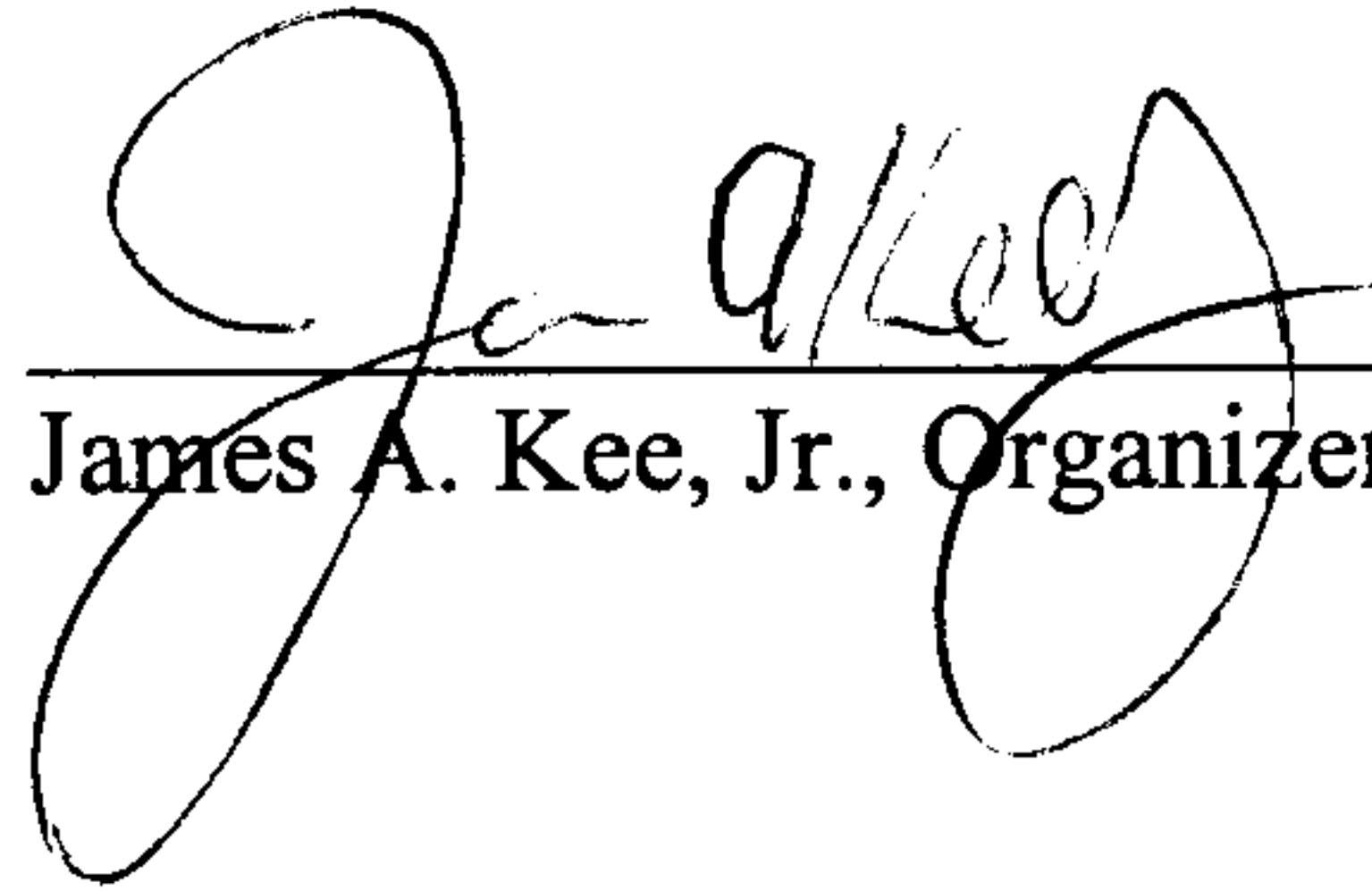
Tommy J. Richardson

9) The Members of the Limited Liability Company shall have the right to admit additional members in said Members' discretion based upon a majority vote of the then existing Members.

10) The Limited Liability Company shall be managed by a majority vote of its Members.

11) The term of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve (a) upon the death of both of its Members, or (b) termination by the Members in their sole discretion.

IN WITNESS WHEREOF, the undersigned has affixed his hand and seal on this the 5th day of November, 2012.


James A. Kee, Jr., Organizer

THIS DOCUMENT PREPARED BY:
James A. Kee, Jr.
Kee Law Firm, LLC
3800 Colonnade Parkway
Suite 550
PO BOX 43347
Birmingham, Alabama 35243
(205) 968-9900

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Healthcare Consultants, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Tom Richardson, 214 Norwick Forest Dr., Alabaster,
AL 35007 for a period of one hundred twenty days beginning November 5, 2012
and expiring March 6, 2013.



614-307

**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.**

November 5, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State

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