

1447

STATE OF ALABAMA)

SHELBY COUNTY)

CERTIFICATE OF INCORPORATION

OF

CABRAL CHIROPRACTIC CLINICS, P.A.

The undersigned, John E. Cabral, Joanne R. Cabral and Roland E. Chabot, desiring to form a corporation under the Alabama Business Corporation Act, hereby adopt the following Certificate of Incorporation.

ARTICLE I

The name of the corporation shall be CABRAL CHIROPRACTIC CLINICS, P.A.

ARTICLE II

The nature of the business and the objectives and purposes to be transacted, promoted or carried on, are to do any or all of the things mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world viz:

(a) To engage in a general chiropractic service; and generally to do everything suitable, proper and conducive to the successful conduct of a general chiropractic service.

(b) To lend money, purchase real estate mortgages, and negotiate loans and generally to carry on, conduct, promote, operate and undertake any business, transaction, or operation commonly carried on, conducted, promoted, operated or undertaken by capitalists, financiers, contractors and builders, insurance brokers and agents, loan brokers and agents, real estate agents, brokers, dealers, subdividers, and promoters, and securities brokers and agents, but nothing herein contained shall be construed to give this corporation banking powers;

J. H. Gillman, D.P.H.
P.O. Box - 1056
Tulahoma, Al. 35007

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BOOK

(c) To borrow money and for the purpose of carrying on the business of this corporation, to lease, buy, sell, convey, rent and mortgage or pledge real and personal property as the same shall be necessary or incidental to the carrying on of said business and to do all things that may be necessary or incidental to the carrying on of said business;

(d) Subject to the limitations and restrictions imposed by law, to make accept endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property, or for any purpose in or about the business of the company;

(e) To establish lines of credit with banking houses for the purposes hereinabove enumerated and set forth, and to incur indebtedness and to raise, borrow and secure the payment of money in any lawful manner, including the issue or sale, or other disposition of warrants, bonds, debentures or obligations, negotiable and transferable instruments, and evidences of indebtedness of any kind, whether secured by mortgage, pledge, deeds of trust, or otherwise, for the purpose of adding additional capital or for any other purposes in or about its business or affairs without limit as to amount except as provided by statute, this to be done on such terms and conditions and by such officers as said banking house or houses may require;

(f) To acquire the property, rights, franchises, certificates and good will, including the whole or any part of the assets, and in connection therewith assume or guarantee such liabilities of any person, firm association or other corporation as this corporation may lawfully acquire or assume, to pay for the same in cash or in stocks or bonds of this corporation or otherwise;

(g) To subscribe for, buy, sell and own stock, notes or bonds of any other corporation.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms of the

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
John E. Cabral	3363 Highway 31, So, Pelham, Al.	500
Jeanne R. Cabral	3363 Highway 31, So, Pelham, Al.	499
Roland E. Chabot	212 Gifford Ave., Somerset, Mass.	1

The names and post office addresses of the directors and officers for the first year and until their successors are elected and shall have qualified are as follow:

DIRECTORS

John E. Cabral	3363 Highway 31, S. Pelham, Al.	35124
Jeanne R. Cabral	3363 Highway 31, S. Pelham, Al.	35124
Roland E. Chabot	212 Gifford Ave., Somerset, Mass.	02726

OFFICERS

John E. Cabral	same as above	President
Jeanne R. Cabral	same as above	Vice-President
Roland E. Chabot	same as above	Secretary-Treasurer

ARTICLE VII

The duration of the corporation shall be perpetual.

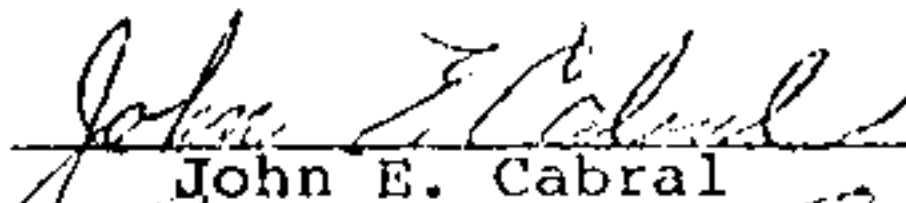
ARTICLE VIII

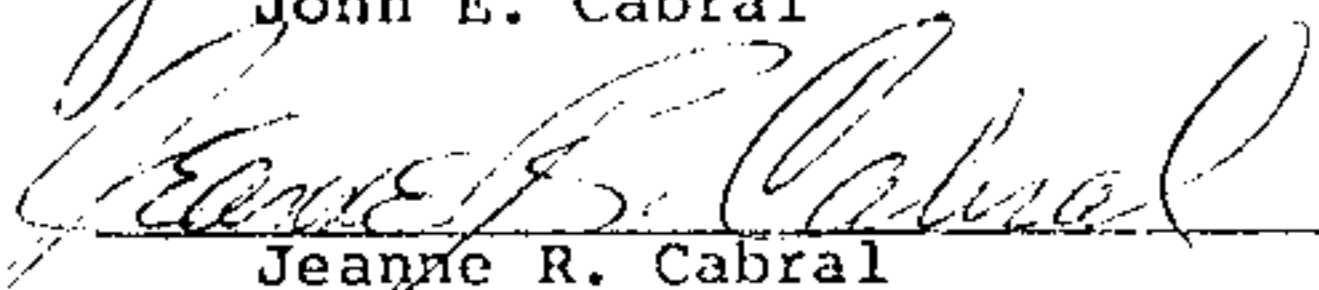
The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

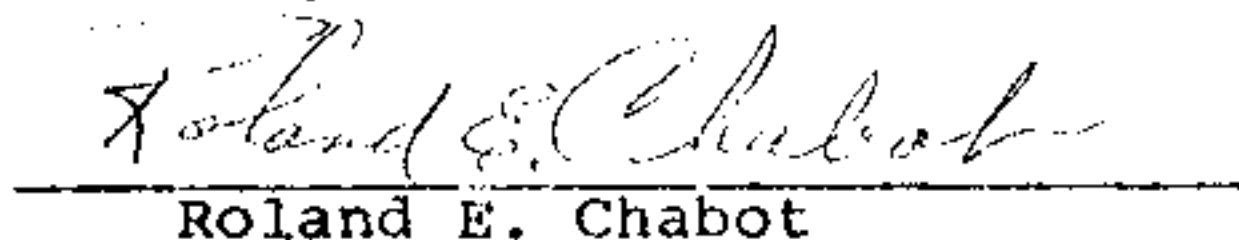
ARTICLE IX

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board or the Committee, if applicable, and if such written consent is filed with the minutes of proceedings of the Board or Committee.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands on this the 1st day of September, 1981.


John E. Cabral


Jeanne R. Cabral


Roland E. Chabot

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for the said County and State, hereby certify that the above-named incorporators, John E. Cabral, Jeanne R. Cabral, and Roland E. Chabot, appeared before me on the 1 day of September, 1981, and on oath stated that the matters contained in said articles are true.

Dated this 1 day of September, 1981.

Justin B. Dupree
NOTARY PUBLIC



22 SEP 1981

STATE OF ALABAMA)

SHELBY COUNTY)

I, John E. Cabral, the person designated by the incorporators of CABRAL CHIROPRACTIC CLINICS, ^{P.A.} ~~INC.~~ to receive subscriptions to the capital stock of said corporation, do hereby certify that I have received from said subscribers cash or property, being payment in full for the shares of stock shown by the subscriptions which I have received to date, which are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
John E. Cabral	3363 Highway 31, S., Pelham, Al.	500
Jeanne R. Cabral	3363 Highway 31, S., Pelham, Al.	499
Roland E. Chabot		1

The above shares of stock being shown on the attached subscription list, marked "Exhibit A".

Given under my hand, this the 1st day of September, 1981.

John E. Cabral
John E. Cabral

Sworn to and subscribed before me,
this 1st day of September, 1981.

Judith B. Dupree
NOTARY PUBLIC

"EXHIBIT A"

SUBSCRIPTIONS TO THE CAPITAL STOCK OF CABRAL CHIROPRACTIC
CLINICS, ^{P.A.}~~INC.~~ A CORPORATION TO BE ORGANIZED UNDER THE LAWS OF THE
STATE OF ALABAMA.

The authorized capital stock is fixed at \$1,000.00, divided
into 1,000 shares of common stock at the par value of \$1.00 per
share. The amount of capital with which the corporation will
begin business is \$1,000.00 or 1,000 shares of common stock at
the par value of \$1.00 per share, fully paid and non assessable.

We, the undersigned, hereby respectively subscribe for the
number of shares set opposite our respective names of the capital
stock of CABRAL CHIROPRACTIC CLINICS, ^{P.A.}~~INC.~~ a corporation proposed
to be organized under the laws of the State of Alabama, all
subscriptions to be paid in cash.

SUBSCRIBER

NO. OF SHARES

PAR VALUE

John E. Cabral
John E. Cabral

500

\$500.00

Jeanne R. Cabral
Jeanne R. Cabral

499

\$499.00

Roland E. Chabot
Roland E. Chabot

1

\$ 1.00

BY-LAWS
OF
CABRAL CHIROPRACTIC CLINICS, P.A.

ARTICLE I

Meetings of Stockholders

1. Stockholders' meetings shall be held at the principal office or place of business of this company located at 3363 Highway 31, S., Pelham, Alabama, Shelby County, Alabama 35124.

2. The annual meeting of the stockholders of this company shall be held at its principal office in the City of Pelham Alabama, at 9:00 o'clock in the morning on the first Thursday of December of each year, beginning with year 1981, at which time there shall be elected by the stockholders of the company, by ballot, a board of three directors for the ensuing year. And, the stockholders shall transact such other business as shall properly come before them.

3. A notice setting out the time and place of such annual meeting shall be mailed, postage prepaid, to each stockholder of record, at his address as the same appears on the stock book of the company, or if no such address appears, at his last known place of address, at least ten (10) days prior to the annual meeting.

4. At any meeting of the stockholders the holders of fifty-one per cent (51%) of all the outstanding shares of the capital stock of the company, present in person or represented by proxy, shall constitute a quorum of the stockholders for

all purposes, unless the representation of a larger number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum. If a quorum be not present at the annual meeting, the stockholders present in person or by proxy may adjourn to such future time as shall be agreed upon by them and notice of such adjournment shall be mailed, postage prepaid, to each stockholder at least ten days before such adjourned meeting, but if a quorum be present, they may adjourn from day to day as they see fit, and no notice of such adjournment need be given.

5. Special meetings of the stockholders shall be held at the same place as the annual meetings as hereinbefore provided. Such meetings may be called at any time by the president, any two directors, or the holders of one-half of the outstanding shares of the capital stock of the company. The secretary-treasurer shall mail a notice of such call to each stockholder of the company, at least ten days before such meeting, and such notice shall state the time and place of such meeting and the object thereof. No business shall be transacted at a special meeting except as stated in the notice sent to the stockholders unless by the unanimous consent of all stockholders, either in person or by proxy, all such stock being represented at the meeting.

6. Each stockholder shall be entitled to one vote for each share of common stock standing in his own name on the books of the company, whether represented in person or by proxy.

7. All proxies shall be in writing and properly signed.

8. The following order of business shall be observed at all annual meetings of the stockholders so far as practicable, viz:

1. Calling of the roll.
2. Reading, correcting and approving minutes of previous meeting.
3. Reports of officers.
4. Reports of committees.
5. Election of directors.
6. Unfinished business.
7. New Business

ARTICLE II

Stock

1. Certificates of stock shall be in a form adopted by the board of directors and shall be signed by the president and the secretary-treasurer and be attested by the corporate seal.

22 203X All certificates shall be consecutively numbered. The name of the person owning the shares represented thereby, with the number of such shares and the date of issue, shall be entered on the company's books.

3. All certificates of stock transferred by endorsement thereon shall be surrendered for cancellation and new certificates issued to the purchaser or assignee.

4. Shares of stock shall be transferred only on the books of the company by the holder thereof in person or by his attorney.

ARTICLE III

Directors

1. A board of three directors shall be chosen annually by stockholders, at their annual meeting to manage the affairs

of the company. This term of office shall be one year.

2. Vacancies in the board of directors by reason of death, resignation or other causes shall be filled by the remaining directors choosing from among the stockholders a director to fill the unexpired term.

3. Regular meetings of the board of directors shall be held once a year, at the office of the company in Pelham, or at such time as the board of directors shall by resolution appoint. Special meetings may be called by the president, or any two directors by giving ten days' notice to each director. However, the ten day notice may be waived in writing. A majority of the directors shall constitute a quorum.

4. The directors shall have the general management and control of the business and affairs of the company and shall exercise all the powers that may be exercised or performed by the corporation, under the statutes, the certificate of incorporation, and the By-Laws, except as provided in Article IV, Section 6, infra.

ARTICLE IV

Officers

1. The officers of this company shall consist of a president, a vice-president, and a secretary-treasurer, and such other officers as shall from time to time be chosen and appointed. All officers shall be elected by and hold office at the pleasure of the board of directors, which shall fix the compensation and tenure of all officers.

2. The president shall preside at all meetings of the directors and stockholders and shall have general charge of

and control over the affairs of the corporation, subject to the board of directors. In case of death, disability or absence of the president, the vice-president shall perform and be vested with all of the duties and powers of the president.

3. The vice-president shall perform such duties as may be assigned to them by the board of directors.

4. The secretary-treasurer shall countersign all certificates of the corporation. He shall have custody of all books, records, and papers of the company. He shall keep a record of the minutes of the proceedings of stockholders and directors, and shall give notice as required by these By-Laws of all such meetings. He shall keep accounts of all monies and valuables in the name of and to the credit of the company in such banks and depositories as the board of directors shall designate.

5. The president shall have the power to by real estate for the corporation and to sell, improve, lease mortgage and encumber real estate owned by the corporation and to erect, manage, care for and maintain, extend and alter buildings thereon. All instruments executed pursuant to the power granted in this section shall be executed in behalf of the corporation by the president, and attested by any other officer of the corporation. It shall not be necessary for the board of directors and stockholders of this corporation to approve or ratify any action taken pursuant to the powers granted in this section.

6. Each of the officers shall serve for the term of one year or until the next annual election.

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ARTICLE V

Seal

1. The corporate seal of this company shall be circular with the name of the corporation and the state of incorporation around the border.

ARTICLE VI

Amendments

1. The power to make, alter, amend, or repeal the By-Laws is vested in the board of directors, except to the extent that such power is reserved to the shareholders by statute.

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STATE OF ALA. SHELLEY CO.
I CERTIFY THIS
DOCUMENT WAS FILED

1982 MAR 11 AM 11:10

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec. 23.50
Ind. 1.00
24.50