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ARTICLES OF ASSOCIATION
OF
✓ COURTNEY H. MASON, JR., P.A.

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ARTICLES OF ASSOCIATION
OF
COURTNEY H. MASON, JR., P.A.

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ARTICLES OF ASSOCIATION
OF
COURTNEY H. MASON, JR., P.A.

ARTICLE I.

NAME

The name of the professional association is Courtney H. Mason, Jr., P.A. ("the Association").

ARTICLE II.

DURATION

The period of duration of the Association is perpetual.

ARTICLE III.

PURPOSES AND POWERS

Section 3.01. Purposes. The purposes for which the Association is organized are:

(a) Principal Purpose. To engage in the practice of law, without restriction to any specialized field of law, in accordance with all rules of practice and regulations adopted by the Alabama State Bar Association, as may be amended from time to time.

(b) Ancillary Purpose. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of Alabama, is authorized to render, but the professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of Alabama to practice law within this state, and in connection therewith, to invest the funds of the Association in real estate, mortgages, stocks, bonds, or any other type of invest-

ment, and to own real and personal property necessary or appropriate for the rendering of the professional services authorized by this Section.

(c) Not Limited to Enumerated Purposes. The foregoing enumeration of specific purposes shall not limit or restrict in any manner the purposes of the Association otherwise permitted by the laws of Alabama.

Section 3.02. Powers. The Association has, and may exercise in pursuit of its purposes, these powers:

(a) Statutory Powers. To have and exercise all the powers conferred on professional associations by the laws of Alabama, and the restatement in this Section of some of those powers shall not be construed as an exclusion of any powers so conferred or as a limitation on the exercise of all powers conferred by the laws of Alabama.

(b) Enter into Partnerships and Joint Ventures. To enter into any general or limited partnership or joint venture with any individual, firm, association or corporation for the purpose of carrying on any business which the Association has the direct or incidental authority to pursue.

(c) Purchase Its Own Shares. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares owned and held by any stockholder if the stockholder should desire to sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) stock owned by the stockholder.

(d) Purchase Stock of Deceased Stockholder. To purchase and acquire the stock held by the estate of any deceased stockholder.

(e) Borrow or Raise Money. To borrow or raise moneys from time to time, without limit as to amount; to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or

non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in, the whole or any part of the assets of the Association, whether at the time owned or afterward acquired.

(f) Make Guaranties. To make any guaranty or contract of guaranty or surety respecting stocks, dividends, securities, indebtedness, interest, contracts, leases, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities.

(g) Enter into Employee Benefit Plans. To enter into, for the benefit of its employees, professional or otherwise, one or more of the following: (1) a pension (defined benefit or money purchase) plan; (2) a profit-sharing plan; (3) a sick-pay plan; (4) a thrift and savings plan; (5) a medical expense plan; or (6) other retirement, benefit, incentive and compensation plans.

(h) Provide Life Insurance. To provide insurance for its benefit on the life of any of its governors, officers or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by a stockholder.

(i) Engage in All Lawful Pursuits. To do everything necessary, proper, advisable or convenient for the accomplishment or furtherance of the purposes of the Association, necessary or incidental to the protection and benefit of the Association, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the furtherance of the purposes of the Association.

ARTICLE IV.

CAPITAL STOCK

Section 4.01. Authorized Capital. The Association

is a capital stock-type association and shall issue shares of stock to its stockholders in the manner prescribed by these Articles of Association and by the bylaws of the Association. The total amount of the authorized capital stock of the Association is ten thousand (10,000) shares of common stock of the par value of one and no/100 (\$1.00) dollar each, being ten thousand and no/100 (\$10,000.00) dollars authorized capital stock. All of the authorized capital stock is common stock of the same class. Stock of the Association may be issued only to attorneys duly licensed to practice law in Alabama.

Section 4.02. Initial Capital. The Association will begin business with one thousand (1,000) shares of common stock of the aggregate value of one thousand and no/100 (\$1,000.00) dollars fully paid for as shown by the subscription list attached to these Articles of Association.

Section 4.03. Voting Rights. A stockholder is entitled to one vote for each share of stock held by him.

Section 4.04. Preemptive Rights Abolished. The preemptive rights granted to stockholders of a corporation by Code of Alabama 1975, section 10-2A-44, or any subsequent statute of similar import, are expressly denied to stockholders of the Association.

ARTICLE V.

AGENT AND PRINCIPAL OFFICE

The name and mailing address of the agent designated to receive subscriptions to the capital stock of the Association and to serve as the initial registered agent of the Association if so required for purposes of the Alabama Business Corporation Act, are Courtney H. Mason, Jr., Post Office Box 1007, Alabaster, Alabama 35007. The initial office of the Association is located at 321 First Street North, Alabaster, Alabama.

ARTICLE VI.

SUBSCRIBER TO CAPITAL STOCK

The name and mailing address of the initial subscriber to the capital stock of the Association and the number of shares subscribed are:

<u>Name</u>	<u>Address</u>	<u>Number of Shares Subscribed</u>
Courtney H. Mason, Jr.	Post Office Box 1007 Alabaster, Alabama 35007	1,000

ARTICLE VII.

GOVERNORS

Section 7.01. Names and Addresses. The initial board of governors of the Association consists of two governors. The names and mailing addresses of the members of the board of governors chosen for the first year are:

<u>Name</u>	<u>Address</u>
Courtney H. Mason, Jr.	Post Office Box 1007 Alabaster, Alabama 35007
Carolyn B. Mason	Post Office Box 1007 Alabaster, Alabama 35007

Section 7.02. Power of Act with Written Consent. Any action required or permitted to be taken at any meeting of the board of governors may be taken with out a meeting, if prior to the action a written consent thereto is signed by all members of the board and the written consent is filed with the minutes of the board of governors. The consent shall have the same force and effect as a unanimous vote of the governors, and may be stated as such in any writing or document.

ARTICLE VIII.

OFFICERS

The names, mailing addresses of the officers chosen for the first year, and the office to which they each have been chosen are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Courtney H. Mason, Jr.	Post Office Box 1007 Alabaster, Alabama 35007	President
Carolyn B. Mason	Post Office Box 1007 Alabaster, Alabama 35007	Secretary/Treasurer

ARTICLE IX.

DISSOLUTION

The Association may be dissolved and terminated at any time by agreement of two-thirds (2/3) of the stockholders present in person or by proxy at any regular meeting or at a special meeting of the stockholders called for that purpose. In the event of dissolution, the board of governors, as trustee of the assets of the Association, shall apply the Association's assets, first, to the payment of debts of the Association, and, second, to pro rata distributions to the stockholders of the Association.

ARTICLE X.

RIGHTS RELEASED AND RETAINED

All stockholders of the Association who are employees of the Association shall be subject to its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of certain beneficial interests in the Association. All professional employees of the Association and those persons who may hereafter become

professional employees of the Association agree to forego all claims for fees charged and collected for services rendered or to be rendered by them and shall accept in lieu thereof such compensation as may be established by the board of governors of the Association.

ARTICLE XI.

RESTRAINTS ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP

Section 11.01. Restrictions upon Transfer of Stock.

The stockholders of the Association may, by separate agreement or by inclusion in the bylaws adopted by a majority of the stockholders of the Association, regulate and restrict the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding shares of the Association by any of its stockholders during lifetime or upon death, including, but not limited to, determining the consideration to be paid to the transferor of the stock. The regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of the provisions shall be noted conspicuously on the certificate evidencing the ownership of the stock.

Section 11.02. Disqualification to Practice Law.

If any stockholder becomes legally disqualified to practice law in Alabama, or if any stockholder accepts employment or is elected to a public office that imposes a legal restriction or limitation upon the stockholder's rendering such professional service, the stockholder shall dispose of stock owned by the stockholder forthwith in the manner provided by the bylaws of the Association or, if the bylaws so provide, by an agreement among the respective stockholders and the Association.

ARTICLE XII.

BYLAWS, GENERAL MANAGEMENT AND
CONTROL OF THE ASSOCIATION

Section 12.01. Adoption and Amendment of Bylaws.

The stockholders shall adopt the initial bylaws for the regulation and government of the Association, its board of governors, officers, employees, agents, servants and for all other purposes not in conflict with the laws of Alabama and shall have the power to further amend or alter such bylaws at any time by the agreement of a majority of the stockholders at any regular meeting or at a special meeting of the stockholders called for that purpose. The dates on which the stockholders' annual meetings shall be held, the number of members of the board of governors and their terms of office, and the powers and duties and terms of office of the officers shall be fixed by the bylaws of the Association. The board of governors is delegated with the power to alter, amend, and repeal the bylaws of the Association, or to adopt new bylaws for the Association, by vote of a majority of all the governors, at a regular or special meeting of the board; provided that the board of governors may not, however, alter, amend or repeal any bylaws establishing the number of governors, the time or place of stockholders' meetings, or what constitutes a quorum at stockholders' meetings.

Section 12.02. Purchase Price of Stock. The bylaws of the Association, or, if the bylaws so provide, an agreement among the respective stockholders and the Association shall establish a price, or provide for a method for determining a price, for which the Association may purchase the stock of a deceased, disabled, retired, or disqualified stockholder or a stockholder whose employment by the Association has been terminated. The purchase price established by the bylaws of the Association or the agreement provided for in the bylaws shall be in lieu of the purchase price fixed by Code of Alabama 1975, section 10-10-4, or any subsequent statute of similar import.

Section 12.03. Board of Governors Has Managerial Control. Subject to any restrictions which may be set forth in the bylaws, the board of governors shall have the general management and control of the business and may exercise all of the powers of the Association except such as may be by law, or by these Articles of Association or amendment thereto, or by the bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

Section 12.04. Quorum of Stockholders. Two-thirds (2/3) of the stockholders of the Association present in person or by proxy shall constitute a quorum for the transaction of business at any regular or special meeting of the stockholders. All questions put to a vote of the stockholders shall be determined by the agreement of a majority of them present in person or by proxy, unless otherwise provided in these Articles of Association, in the bylaws or by law.

ARTICLE XIII.

INTEREST OF MEMBERS OF BOARD OF GOVERNORS IN CONTRACTS

No contract or other transaction between the Association and any other firm, association or corporation shall be affected or invalidated by the fact that any of the members of the board of governors of the Association are interested in or are members, stockholders, governors, directors or officers of that firm, association or corporation; and no contract, act or transaction of the Association with any individual firm, association or corporation shall be affected or invalidated by the fact that any of the members of the board of governors of the Association are parties to or interested in the contract, act or transaction or are in any way connected with that individual, firm, association or corporation. Each and every individual who may become a member of the board of governors of the Association shall be relieved from any liability that might otherwise exist from contracting with the Association for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XIV.

MISCELLANEOUS

Section 14.01. Severability. The invalidity or unenforceability of any particular provision of these Articles of Association shall not affect any other provisions, and these Articles of Association shall be construed in all respects as if any invalid or unenforceable provisions were omitted.

Section 14.02. Governing Law. The Association shall be governed by the laws of Alabama applicable to unincorporated professional associations and generally by all laws applicable to corporations not in conflict with Title 10, Chapter 10, Code of Alabama 1975, or any subsequent statute of similar import.

Section 14.03. Table of Contents; Descriptive Headings. The Table of Contents to these Articles of Association and the descriptive headings used in these Articles of Association are for convenience of reference only and shall not be deemed to alter or affect the meaning of any of its provisions.

ARTICLE XV.

AGENT'S STATEMENT AND SUBSCRIPTION LIST

A statement under oath by the agent designated by the person undertaking to form the Association to receive subscriptions to the capital stock of the Association showing the amount of capital stock which has been paid in is attached to these Articles of Association as Exhibit "A." A true and correct copy of the subscription list showing the name of the subscriber, the number of shares of capital stock subscribed for by the subscriber, and the manner in which the subscription has been paid is attached to these Articles of Association as Exhibit "B."

ARTICLE XVI.

SIGNATURE OF SUBSCRIBER AND DATE

The undersigned, desiring to form a professional association under Title 10, Chapter 10, Code of Alabama 1975, and being the only subscriber to the proposed professional association's capital stock, adopts and signs these Articles of Association this July 1, 1983.

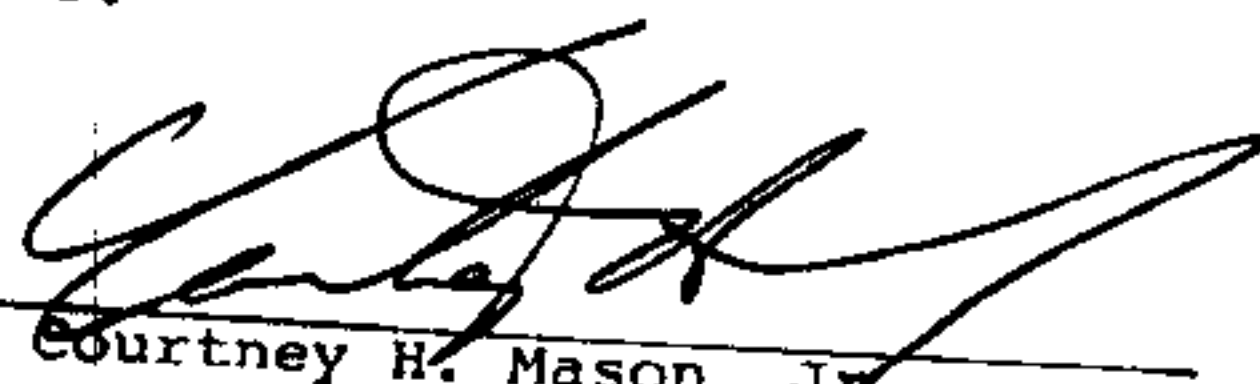

Courtney H. Mason, Jr.

EXHIBIT "A"

STATEMENT UNDER OATH RELATIVE TO SUBSCRIPTION TO
CAPITAL STOCK
OF
COURTNEY H. MASON, JR., P.A.
A PROPOSED ALABAMA PROFESSIONAL ASSOCIATION

Before me, Dale Loftin, a Notary
Public, State of Alabama at Large, personally appeared
Courtney H. Mason, Jr., who being by me first duly sworn,
deposes and says:

That I am the agent designated to receive subscrip-
tions to the capital stock of Courtney H. Mason, Jr., P.A., a
proposed Alabama professional association; and

That, as shown by the attached Subscription List
marked Exhibit "B," the amount of capital stock paid in is one
thousand and no/100 (\$1,000.00) dollars.



Courtney H. Mason, Jr.

Sworn to and subscribed before me this July 1, 1983.



Notary Public

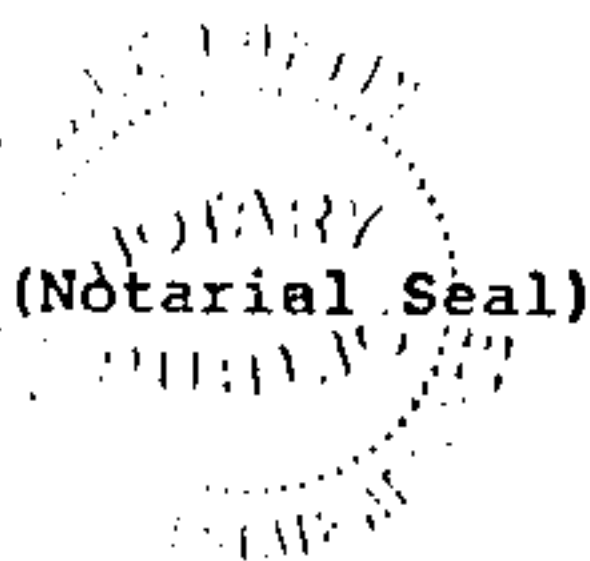


EXHIBIT "B"

SUBSCRIPTION LIST
TO CAPITAL STOCK OF
COURTNEY H. MASON, JR., P.A.
A PROPOSED ALABAMA PROFESSIONAL ASSOCIATION

The following named person subscribed and paid for,
in the manner described, the number of shares of capital stock
set opposite the subscriber's name.

<u>Name of Subscriber</u>	<u>Number of Shares</u>	<u>Consideration Paid</u>
Courtney H. Mason, Jr.	1,000	\$1,000.00 in cash, the entire amount of which is for stated capital, and none is a contribu- tion to the capital surplus of the Associa- tion.

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

1983 JUL -1 PM 12:43

Thomas A. Shumaker, Jr.
JUDGE OF PROBATE

Rec 26.50
Ind 1.00
27.50