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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE CAREFREE CLINIC, INC.

Pursuant to the provisions of Section 10-3-40 et seq. of the Alabama Code of 1975, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Carefree Clinic, Inc.

SECOND: The following amendments to the Articles of Incorporation were adopted in the manner prescribed by the Alabama Non-Profit Corporation Act:

1. "The first article of incorporation is hereby amended so as to change the name of the corporation to THE CAREFREE MANOR, INC."
2. "The sixth article of incorporation is hereby amended by substituting the following:

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Sections 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are

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deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

3. The eighth article of incorporation is hereby amended so that the number of directors constituting the initial Board of Directors is sixteen (16) and the name, address and occupation of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
Roger Grubbs	P. O. Box 967 Alabaster, AL 35007	Commodities Consultant
Earl Standifer	P. O. Box 158 Alabaster, AL 35007	General Contractor
Ray Smith	106 Old Spanish Trail Montevallo, AL 35115	Evangelist
Tilman Davis	Montevallo, AL 35115	Contractor
B. Stanley Bruce	P. O. Box 901 Alabaster, AL 35007	Manager, Market Research
Earl Shannon, Jr.	2608 6th Street, N.W. Birmingham, AL 35215	Tax Consultant and Real Estate Salesman
Becky Robinson	P. O. Box 322 Siluria, AL 35144	Lab and X-ray Technician
John Stahlhut	1425 Highland Drive Birmingham, AL 35235	Sales Manager
Donald N. Latham	Alabaster, AL 35007	Chief Executive Officer, First Bank of Alabaster
C. E. "Bull" Carter	P. O. Box 53 Alabaster, AL 35007	Chief of Police, City of Alabaster

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<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
Ken Weed	2723 Corsair Drive Birmingham, AL 35244	Contractor
Terrell Guthrey	Route 2, Box 33 Columbiana, AL 35051	Director, Alabama 4-H Center
Rebecca H. Nail	530 14th Street, S.W. Alabaster, AL 35007	Supervisor, Shelby County Board of Education
Dr. Tom Nolen	Columbiana, AL 35051	Physician
Curtis Gwathney	509 Creekview Terrace Pelham, AL 35124	Insurance Salesman
Jimmy Fulton	154 Ashville Road Montevallo, AL 35115	Contractor

THIRD: The corporation has no members. The meeting of the Board of Directors at which the foregoing amendments were adopted was held on August 16, 1983, and such amendments received the vote of a majority of the Directors in office.

Dated: August 16, 1983, by:


Its President

and


Its Secretary

STATE OF ALABAMA:

COUNTY OF SHELBY:

I, the undersigned authority, a Notary Public, do hereby certify that on this the 16th day of August, 1983, personally appeared before me Harry Harrison who, being by me first duly sworn, declared that he is the secretary of The Carefree Clinic, Inc., and that he signed the foregoing document as secretary of the corporation, and that the statements therein contained are true and correct.

Amy D. Thines
Notary Public

This Instrument Prepared By:

James C. Pino
Mitchell, Green, Pino & Medaris
Suite 205, Shelby Medical Center
P. O. Box 766
Alabaster, Alabama 35007

State of Alabama

County

SHELBY

CERTIFICATE OF AMENDMENT

OF

THE CAREFREE CLINIC, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of THE CAREFREE CLINIC, INC., duly signed and verified pursuant to the provisions of Section 10-2A-113 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 AMENDMENT of THE CAREFREE CLINIC, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 19th day of

AUGUST, 19 83

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

1983 AUG 19 AM 11:06

Thomas A. Brundage, Jr.
Judge of Probate



Rec. 1000
Ind. 100
1100
JUDGE OF PROBATE