

937
ARTICLES OF INCORPORATION
OF

SHELBY HEALTH SERVICES FOUNDATION, INC.

STATE OF ALABAMA)
SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA

The several persons whose names are hereto subscribed, and of whom is over twenty-one (21) years of age, desiring to organize a non-profit organization under the provisions of section 10-3A-1 to 10-3A-225, both inclusive, of Title 10, Code of Alabama, 1975 as amended, with the hereinafter enumerated rights, powers, and privileges of a non-profit corporation organized under said sections of said Code and under the Constitution and laws of the State of Alabama, hereby sign, verify, and file these Articles of Incorporation, and certify as follows:

ARTICLE I

The name of the Corporation shall be:

SHELBY HEALTH SERVICES FOUNDATION, INC. Its principal office shall be in Alabaster, Shelby County, Alabama.

ARTICLE II

The objects and purposes of Shelby Health Services Foundation, Inc., shall be to manage and own hospitals and health care facilities and other health related activities, of all types, public clinics, public health centers and related public health facilities and activities, such as laboratories, out-patient departments, physicians' buildings, nurses' homes and nurses' training facilities, home care services and facilities, and central service facilities operated in connection with public hospitals. The corporation shall generally conduct its affairs as a charitable, educational and benevolent non-profit corporation, the benevolences of which are, however expressly limited to religious, charitable, scientific, literary or

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Centerville, Al. 36002

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educational purposes within the continental limites of the United States of America. Subject always to said limitations, the specific objects and purposes of the corporation hereby incorporated and the powers which it may exercise are as follows:

(a) To enter into negotiations with any public or private health care provider in order to purchase, lease, manage or otherwise control and operate any hospital, health care activity or related activity or facility in any county in the State of Alabama, or in any other state.

(b) To render by all means necessary or expedient, comprehensive and complete service to individuals, physicians, surgeons, hospitals and public and private charitable institutions.

(c) To study, advance and promote the science of medicine and surgery and pathological, biological, chemical and clinical research and to assist and instruct students of medicine and surgery.

(d) To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell other real property or any interest therein as may be deemed in the interest of the corporation.

(e) To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever, to retain any property, investments or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments or securities as the directors of the corporation may, in the discretion of the directors deem advisable, however doubtful, hazardous or limited the description or nature of any property, investments or securities so

retained may be, whether or not the same may be currently producing incomes and whether or not the same are, or may be, such as are authorized or deemed proper for investments of trust funds under the Constitution of the laws of the State of Alabama or of the United States; to convey real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value, to manage and control any shares of stock certificates of interest, bonds or other securities of any corporation, trusts, or associations, at any time acquired in any way by this corporation, and with respect to the same concur in any plan, scheme, conversion, recapitalization, reorganization, or dissolution or the lease or other disposition of the properties of any such corporation, trusts, or associations, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trusts or associations held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

(f) To borrow money to be used by it in payment of property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge, or deeds-of-trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which held.

(g) To do and perform solely for religious, charitable, scientific, literary, or educational purposes the things authorized to be done and performed under the Alabama Non-Profit

Corporation Act.

(h) To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all foregoing objects and purposes and subject to the limitations hereinabove or hereinafter expressed, to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Alabama.

(i) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time be applied by any purpose other than religious, charitable, scientific, literary, or educational. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(j) The foregoing clauses shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

(k) In the event of the dissolution of this corporation, after the payment, satisfaction, and discharge of all liabilities and obligations, all of its remaining assets and property of every nature and description whatsoever not held upon a condition requiring return, transfer, or conveyance, by reason of dissolution, shall be paid over to one or more organizations

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organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, and then exempt under the Internal Revenue Code of 1954, Section 501(c)(3), no part of the earnings of which inures to the benefit of any private shareholder. If no such organization is found, then to such ones as a court of competent jurisdiction shall direct.

ARTICLE III

The corporation is to have no members.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

Section 1. Board of Directors.

The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) people nor more than nine (9) people. Their number, qualifications, terms of office, and manner of selection shall be fixed in the Bylaws.

Without qualifying or limiting in anywise the Board of Directors' entire control and management of the corporation and its property, the Board of Directors is expressly authorized:

(1) To cause these Articles of Incorporation to be amended from time-to-time, in any and as many respects as said Board of Directors deem desirable, so long as these Articles of Incorporation, as amended, contain only such provisions as are lawful under the Alabama Non-Profit Corporation Act and other applicable laws.

(2) To make and alter the Bylaws of the Corporation not inconsistent with these Articles of Incorporation and any applicable laws, and Bylaws so made by the Directors may be altered or repealed in whole or in part by the Directors.

Section 2. Officers.

The officers of the corporation shall be a Chairman, Vice-Chairman, and Secretary/Treasurer.

The officers shall be elected annually by the Board of Directors, each serve for one (1) year and until the election of a successor.

ARTICLE VI

The following persons shall constitute the initial Board of Directors of the corporation until the election of their successors:

1. Mr. Jerome Turner
Vincent, Alabama
2. Mr. Herman Moore
Chelsea, Alabama
3. Ms. Eloise Underwood
Alabaster, Alabama

ARTICLE VII

The address of the initial registered office of the Corporation and the name of its initial registered agent at such address shall be:

Mr. Norman Price
101 Meadowlark Place
Montevallo, Alabama 35115

ARTICLE VIII

The Bylaws of the Corporation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the Bylaws.

ARTICLE IX

The Articles of Incorporation may be amended by any annual meeting or at any special meeting, called for that purpose upon receiving a majority vote of the members of the Board of Directors in office.

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of September, 1984.

Jerome Turner
JEROME TURNER

Herman Moore
HERMAN MOORE

Eloise Underwood
ELOISE UNDERWOOD

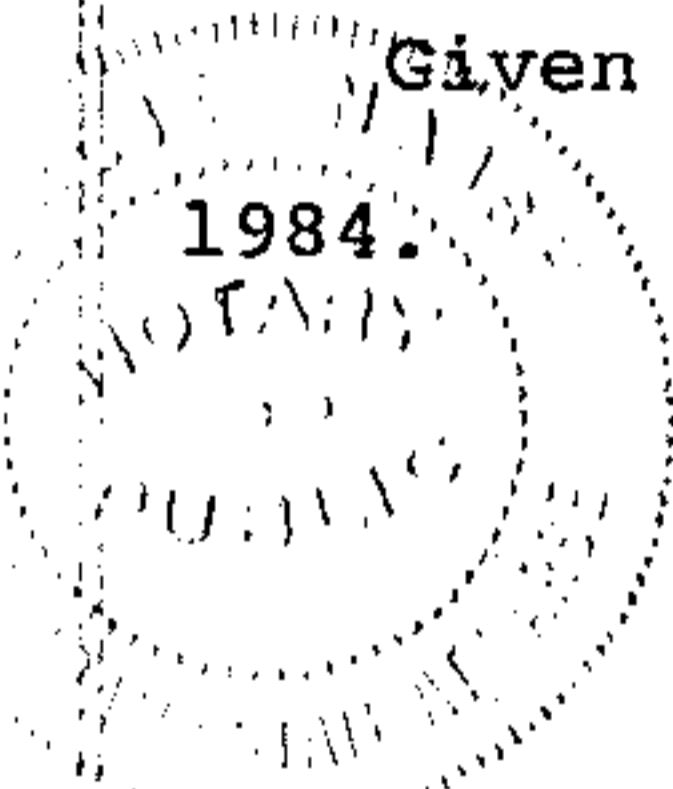
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STATE OF ALABAMA)
 :
SHELBY COUNTY)

ACKNOWLEDGMENT

Before me, the undersigned authority personally appeared Jerome Turner, Herman Moore, and Eloise Underwood, who are known to me, or who being made known to me, whose names are signed as incorporators of the foregoing Certificate of Incorporation, and I do certify that each of them did acknowledge before me that being informed of the contents of the foregoing certificate of Incorporation, each did sign the same voluntarily as and for their own act and deed on the day the same bears date.

Given under my hand and this 25 day of September,



Delia G. Smith (SEAL)
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Jan 23, 1985

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SHELBY HEALTH SERVICES FOUNDATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of SHELBY HEALTH SERVICES FOUNDATION, INC., duly signed

pursuant to the provisions of Section 64 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 Incorporation of _____

SHELBY HEALTH SERVICES FOUNDATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of SEPTEMBER, 1984.



STATE OF ALA. FILED TO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 SEP 25 PM 3:51

Judge of Probate

Thomas A. Jenkins, Jr.

Judge of Probate

Rec 15.00
Jud 1.00
16.00