

ARTICLES OF INCORPORATION

OF

ALABAMA TOTAL HEALTH FOUNDATION, INC.

STATE OF ALABAMA)
 :
 SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA

The Mental Health Board of Chilton and Shelby Counties, Inc., desiring to organize a non-profit organization pursuant to the Alabama Nonprofit Corporation Act, Title 10, 1975 Code of Alabama, 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 signs, verifies, and files these Articles of Incorporation, and certifies as follows:

ARTICLE I

The name of the Corporation shall be:

ALABAMA TOTAL HEALTH FOUNDATION, INC. Its principal office shall be in Pelham, Shelby County, Alabama.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The objects and purposes of Alabama Total Health Foundation, Inc., shall be to manage and own health care facilities and other health related activities of all types, public clinics, mental health centers and related public health facilities and activities, hospital based programs, apartments, homes, and shelters for the handicapped or abused, educational, habilitational and prevention programs, and ancillary programs and services including but not limited to coordination and implementation of transportation. 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 educational purposes within the continental limits 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

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any 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, health care professionals, hospitals and public and private charitable institutions.

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

(d) To acquire by lease, 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; to invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments or securities as deemed 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 convert 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 deemed 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.

(e) 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 or the money thus borrowed by mortgage, pledge, or deeds-or-trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which held.

(f) To do and perform solely for religious, charitable, scientific, literary, or educational purposes the things authorized to be done and performed under the Alabama Nonprofit Corporation Act.

(g) 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.

(h) 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. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. 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).

(i) The foregoing clauses shall be construed equally as 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.

(j) 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 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 IV

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The member of the corporation shall be the Mental Health Board of Chilton and Shelby Counties, Inc., an Alabama Nonprofit Corporation, whose principal office is located in Shelby County, Alabama. The member of the corporation shall vote on and approve any amendments, alterations or changes in these Articles of Incorporation. The member of the corporation shall vote on and approve the bylaws of the corporation. The member of the corporation shall have the right to vote on and approve any plan of merger or consolidation, any sale, lease or exchange of any or all of its assets, or on any proposed dissolution of the corporation.

ARTICLE V

Section 1. Board of Directors.

The number of the Board of Directors of the corporation shall be three.

ARTICLE VI

The following persons shall constitute the Board of Directors of the corporation:

1. Jean Hamilton
2. John H. Jackson, Jr.
3. W. S. Mitchell, M.D.

ARTICLE VII

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

✓ Mr. John S. Brumley
North Shelby Health Center
3160 Highway 31 South
Pelham, Alabama 35124

IN WITNESS WHEREOF, we have hereunto set our hands this 13th day of
March, 1985.

Jean Hamilton
PRESIDENT

Mental Health Board of Chilton
and Shelby Counties, Inc.

Rt 2 Box 1970 Jeannette Ala 35085
ADDRESS

ATTESTING:

Nancy Cadence
SECRETARY

Mental Health Board of Chilton
and Shelby Counties, Inc.

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STATE OF ALABAMA, SHELBY COUNTY

I, Joan N. Robinson, a Notary Public in and for said State and County, do hereby certify that the above named, Jean Hamilton whose name is signed to the foregoing Articles of Incorporation of the Alabama Total Health Foundation, Inc., and who is known to me, appeared before me on this the 13th day of March, 1985 and on oath stated that the matters contained in said Articles are true to the best of her knowledge, information and belief.

Given under my hand and official seal this the 13th day of March, 1985.

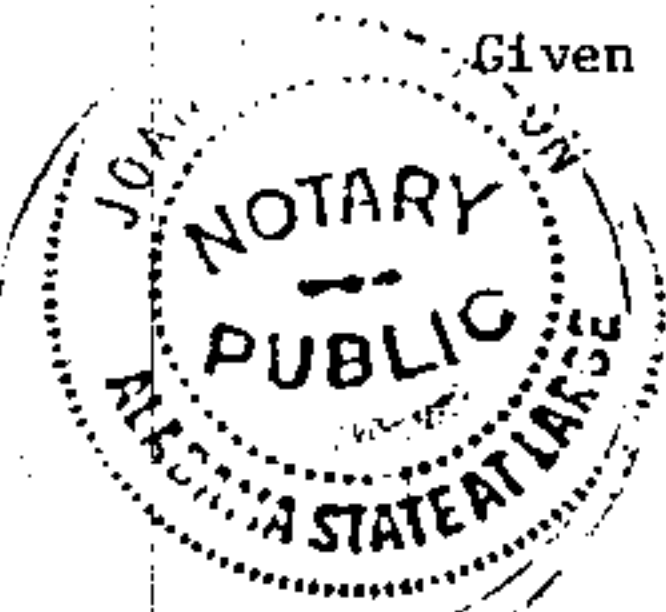


Joan N. Robinson
Notary Public

STATE OF ALABAMA, SHELBY COUNTY

I, Joan N. Robinson, a Notary Public in and for said State and County, do hereby certify that the above named, Nancy Cadenhead whose name is signed to the foregoing Articles of Incorporation of the Alabama Total Health Foundation, Inc., and who is known to me, appeared before me on this the 13th day of March, 1985 and on oath stated that the matters contained in said Articles are true to the best of he knowledge, information and belief.

Given under my hand and official seal this the 13th day of March, 1985.



My Commission Expires: 10-9-85

Joan N. Robinson
Notary Public

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State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

ALABAMA TOTAL HEALTH FOUNDATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA TOTAL HEALTH FOUNDATION, INC., duly signed and verified pursuant to the provisions of Section Title 10 Code of Ala. of the Alabama 1975 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 ALABAMA TOTAL HEALTH FOUNDATION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 14th day of March, 19 85.



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

1985 MAR 14 PH 2:59

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Thomas A. Brundage, Jr.
Judge of Probate

Dec 25.00
Jud 1.00
26.00