

## ARTICLES OF INCORPORATION

OF

RIVERCHASE EAR, NOSE & THROAT ASSOCIATES, P. C.

The undersigned, whether one or more, being duly licensed under the laws of the State of Alabama to practice the profession of Medicine, desiring to form a professional corporation under the laws of the State of Alabama for the practice of the profession of Medicine, does hereby adopt the following Articles of Incorporation:

### ARTICLE I NAME

The name of the corporation is Riverchase Ear, Nose & Throat Associates, P. C.

### ARTICLE II PURPOSE

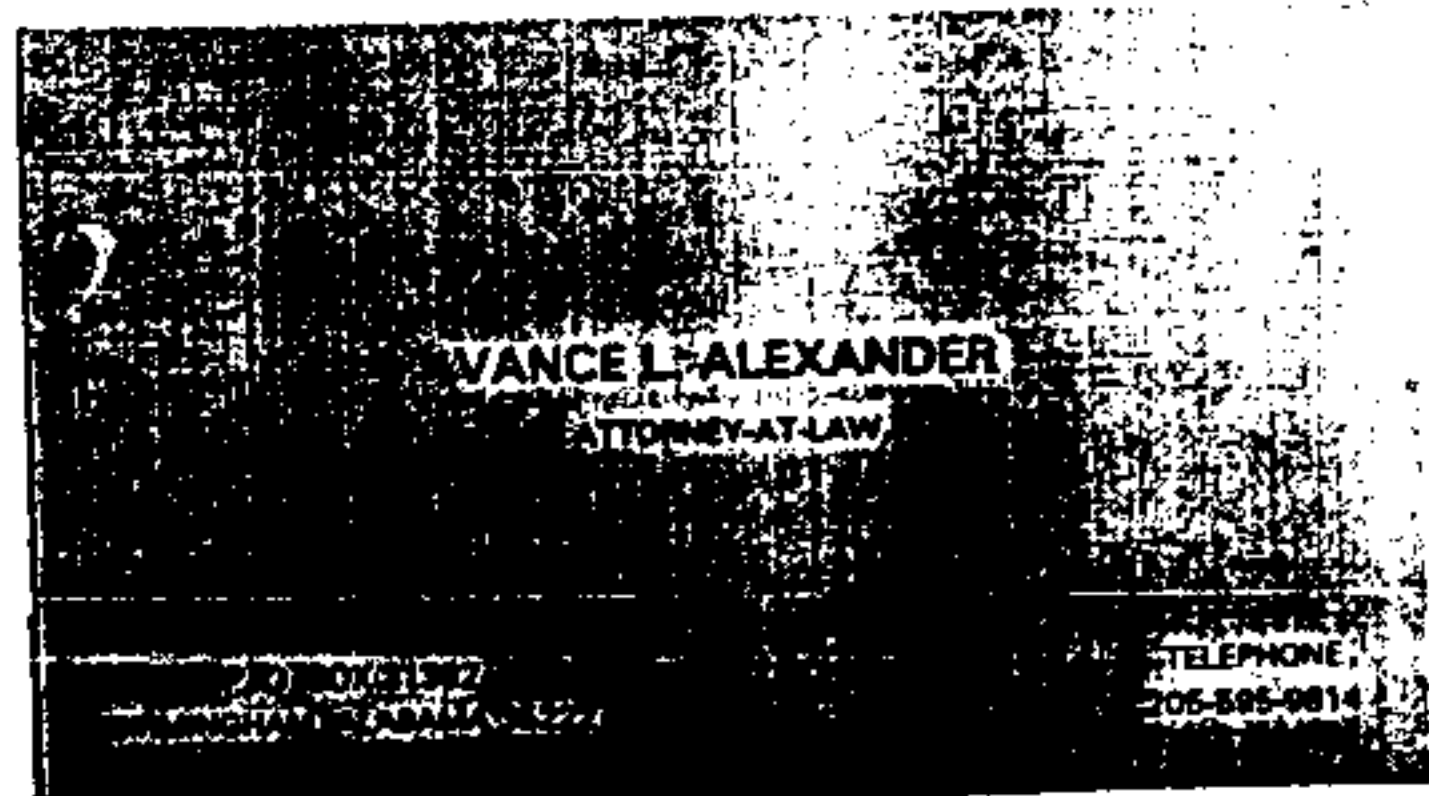
The purpose for which the corporation is organized is to render professional medical services to the public. The corporation shall not engage in any business other than the rendering of such profession services, including the rendition of related services, all of which constitutes the overall practice of medicine. However, it may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary or appropriate for rendering such professional services.

### ARTICLE III GOVERNING LAW AND POWERS

The corporation shall be governed by the "Alabama Business Corporation Act" Alabama Code Section 10-4-380 et seq, including all amendments thereto; and all other laws of Alabama governing or applicable to corporations. The corporation shall enjoy the powers and privileges and be subject to the duties, restrictions and liabilities of other corporations, except where inconsistent with the provisions and purposes of the aforesaid "Revised Professional Corporation Act" of Alabama. The powers of the said corporation pursuant to the laws of the State of Alabama include the power to contract in its own name, to take, hold, and sell real and person property in its own name, independent of its members and shareholders, to lend and borrow money and to sue and be sued as an independent entity.

### ARTICLE IV REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the Corporation's registered office and the name of its initial registered agent at such address are:



Edwyn L. Boyd, M.D

140 Riverchase Parkway East Suite 107  
Birmingham, Alabama 35244

ARTICLE V RENDITION OF PROFESSIONAL SERVICES

This corporation shall render professional services only through officers, agents, and employees who themselves hold a license to practice the profession of medicine within the State of Alabama. The term "employee" as used in this ARTICLE of this Certificate of Incorporation does not include clerks, bookkeepers, technicians, or other individual who are not usually or ordinarily considered by custom and practice to be rendering professional services, nor does the term "employee" include any other person who performs all his or her employment under the direct supervision and control of an officer, agent or employee who is licensed to practice the profession of medicine in the State of Alabama, and who is rendering professional medical services to the public on behalf of the corporation, provided that no person shall under the guise of employment by this corporation practice the profession of medicine within the State of Alabama unless duly licensed to do so.

ARTICLE VI RELATIONSHIPS BETWEEN PERSON FURNISHING AND RECEIVING PROFESSIONAL SERVICES

Nothing contained herein shall modify any law applicable to the relationship between one or more of the individuals employed by this corporation furnishing professional services and a person receiving such services, including liability for any tort arising out of such professional services.

ARTICLE VII PROFESSIONAL REGULATIONS

Nothing contained herein shall restrict or limit in any manner the authority and duty of the regulating board for the licensing of individual persons rendering professional medical services in the State of Alabama, notwithstanding that any such person subject to the jurisdiction of such regulating board is an officer, director, shareholder or employee of this corporation and rendering professional services or engaging in the practice of his or her profession through this corporation.

ARTICLE VIII ACTS PROHIBITED

This corporation shall not do any act which is prohibited to be done by an individual person licensed to practice the profession of medicine.

ARTICLE IX CAPITAL STOCK

1. The aggregate number of shares of stock which the corporation shall have authority to issue shall be 1000 shares of common stock at the par value of \$1.00 per share.

2. No person may become a stockholder of this corporation who is not licensed to practice the profession of medicine in the State of Alabama. The corporation may issue shares of its capital stock only to individuals who are licensed to practice such profession in the State of Alabama. A shareholder may voluntarily transfer his or her shares in this corporation only to an individual who is so licensed to practice. Any shares of the corporation issued in violation of this ARTICLE, paragraph 2, are null and void. The voluntary transfer of any shares transferred in violation of this ARTICLE, paragraph 2, are null and void. No shares of this corporation may be transferred upon the books of this corporation or issued by this corporation until there is presented to and filed with this corporation a certificate by the regulating board charged with licensing and regulating the practice and profession of medicine in the State of Alabama stating that the individual to whom such transfer is to be made or such shares issued is a person licensed to practice the profession of medicine in the State of Alabama.

3. No shareholder of this corporation shall enter into a voting trust agreement or any type agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares of stock in this corporation.

4. The shareholders of the stock of the corporation upon issue of stock of any class (whether now or hereafter authorized) have the right, during such period of time and upon such conditions as the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of the stock of the corporation at such price or prices as the Board of Directors may from time to time fix.

5. The corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

#### ARTICLE X TRANSFERABILITY OF SHARES

Except as may otherwise be provided in these Articles or in the By-Laws of the corporation, or by private agreement, stock in this corporation may be sold, assigned and transferred without limitation to any person who is licensed to engage in the practice of medicine in Alabama.

#### ARTICLE XI DIRECTORS AND OFFICERS

1. The business and affairs of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two directors, Robert J. Sciacca, M. D. and Edwyn L. Boyd, M. D. The number may be changed as provided in the By-Laws of the corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders or until successor or successors to such Directors be elected and qualify are:

Robert J. Sciacca, M. D., President  
2137 Partridge Barry Road  
Birmingham, Alabama 3524

Edwyn L. Boyd, M. D., Secretary-Treasurer  
3377 N. Wildewood Drive  
Pelham, Alabama 35124

2. The members of the Board of Directors shall be elected as provided in the By-Laws.

3. The Board of Directors shall have and may exercise all of the rights, power and authority that may be vested in the Board of Directors of a professional corporation organized under the aforementioned "Revised Professional Corporation Act" of Alabama as the same has been or shall be from time to time amended, to include all rights, powers, and authority vested in the Board of Directors of a corporation organized under the laws of Alabama and not inconsistent with said "Revised Professional Corporation Act" of Alabama except as herein otherwise provided.

4. Members of the Board of Directors need not be shareholders of the Corporation.

5. The officers of the corporation shall be elected by the Board of Directors and shall include a President and a Secretary-Treasurer, and such other officers as the Board of Directors may from time to time determine. Any number of offices may be held by the same person unless the By-Laws provide otherwise.

6. The President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation, and the Secretary-Treasurer or any Assistant Secretary-Treasurer shall have authority to affix the seal to instruments requiring it, and attest the same.

7. The officers of the corporation need not be officers of the Board of Directors except that the President shall be a member of the Board of Directors.

8. Anything herein to the contrary notwithstanding, no officer or member of the Board of Directors who is not duly licensed to practice the profession of Medicine in the State of Alabama shall participate in any decisions of the corporation in connection with the rendition of professional services by the corporation.

#### ARTICLE XII DURATION

1. The duration of the corporation shall be perpetual.

2. This corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in paragraph 1 of this ARTICLE, and shall

continue notwithstanding the death, insanity, incompetency, conviction of felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of its shareholders, the transfer of shares, or any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a partnership, it being the intention hereof that this corporation shall have continuity of life independent of the life or status of its shareholders.

#### ARTICLE XIII PRICE OF STOCK

The price at which the corporation or its shareholders may purchase, or be obligated to purchase the shares of stock of the corporation of a deceased, retired, expelled, or disqualified shareholder shall be required to sell his shares in the corporation to its other shareholders, shall be fixed by the By-Laws of the corporation, or by private agreement. In the event that the price at which such sale and purchase shall be made is not fixed by the By-Laws or by private agreement, then the price for such shares shall be the par value thereof.

#### ARTICLE XIV BY-LAWS

1. The corporation shall have By-Laws as may be adopted by the shareholders.

2. The power to alter, amend or repeal the By-Laws adopted by the shareholders or to adopt new By-Laws is hereby vested in the Board of Directors; provided, however, that the Board of Directors may not amend or repeal any By-Law establishing the number of Directors, or what constitutes a quorum at such shareholder's meetings.

3. The By-Laws may provide that any action required to be taken at a meeting of shareholders or a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all the shareholders or all members of the Board of Directors, respectively, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

4. The By-Laws may provide that whenever any notice is required to be given under either the laws of the State of Alabama, this Certificate of Incorporation, or the By-Laws adopted pursuant to the provisions hereof, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.

IN WITNESS WHEREOF, the undersigned incorporator has  
hereunto subscribed their names to this Certificate of  
Incorporation on this the \_\_\_\_\_ day of April, 1985.

*Edwyn L. Boyd*

Edwyn L. Boyd  
Incorporator

*Robert J. Sciacca*

Robert J. Sciacca  
Incorporator

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# STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name \_\_\_\_\_

Riverchase Ear, Nose & Throat Associates, P.C.

is reserved as available based only upon an examination of the corporation records Riverchase on file in this office for the exclusive use of Ear, Nose & Throat Associates, P.C. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 16, 1985 - expires 8-15-85

Date

*Don Siegelman*

Don Siegelman

Secretary of State



# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF

RIVERCHASE EAR, NOSE & THROAT ASSOCIATES, P.C.

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 RIVERCHASE EAR, NOSE & THROAT ASSOCIATES, P.C., 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 RIVERCHASE EAR, NOSE & THROAT ASSOCIATES, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st day of

MAY, 1985.



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

1985 MAY -1 PM 1:40

*Thomas A. Inoué, Jr.*  
JUDGE OF PROBATE

*Thomas A. Inoué, Jr.*

Judge of Probate