

ARTICLES OF INCORPORATION  
OF  
HOOVER DOCTORS GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS: That for the purpose of forming a corporation under the Alabama Business Corporations Act, as last amended, the undersigned, Jack L. Schaeffer, O.D., Rocklin D. Alling, D.D.S., Edwyn L. Boyd, M.D., Robert J. Sciacca, M.D., Larry G. Deep, D.M.D., C. Steven Daughtry, D.M.D., and Marc A. Michelson, M.D. are over the age of nineteen (19) years, desiring to organize a body corporate under the laws of the State of Alabama, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is HOOVER DOCTORS GROUP, INC., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The objects and purposes for which the corporation is formed are as follows:

(a) To engage in the business of operating and managing health care facilities within the State of Alabama.

(b) To engage in and transact such other business or businesses as may be reasonably related to any of the foregoing.

(c) To take, own, hold, deal in, mortgage or otherwise encumber and to purchase, sell, lease, exchange, transfer or in any manner whatever dispose of real property and personal property or choses in action, within or without the State of Alabama.

(d) To borrow money and give as security therefor any property, real, personal or mixed, owned by the corporation, or in which the corporation has any interest.

(e) To utilize and exercise such powers and rights as are conferred on corporations under the provisions of the statutes or laws of the State of Alabama, including by not limited to, those powers enumerated pursuant to the Alabama Business Corporations Act, as last amended.

Faust Y Spina  
1933 Montgomery Highway  
Suite 110  
Birmingham, AL 35209

(f) The transaction of any or all other lawful business for which such corporation may be incorporated under the Alabama Business Corporations Act as last amended.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue shall be one thousand (1,000) shares of common stock at a par value of Five (\$5.00) Dollars per share. The total of authorized stock is thus Five Thousand (\$5,000.00) Dollars and all of said stock shall be common and none shall be preferred stock, or stock of a different class. The corporation will begin business with two hundred eighty (280) shares of said common stock of the aggregate value of One Thousand Four Hundred (\$1,400.00) Dollars.

#### ARTICLE V

The address of the initial registered agent of the corporation is 140 Riverchase Parkway East, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is Jack L. Schaeffer, M.D.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is seven and the names and addresses of the persons who are to serve as the directors until the first annual meeting of stockholders or until their successors are elected and qualified are:

##### NAMES

##### ADDRESSES

Jack L. Schaeffer, O.D.

140 Riverchase Parkway East  
Birmingham, AL 35244

Rocklin D. Alling, D.D.S.

1957 Hoover Court  
Suite 206  
Birmingham, AL 35226

Edwyn L. Boyd, M.D.

140 Riverchase Parkway East  
Suite 107  
Birmingham, AL 35244

Robert J. Sciacca, M.D.

140 Riverchase Parkway East  
Suite 107  
Birmingham, AL 35244

Larry G. Deep, D.M.D.

140 Riverchase Parkway East  
Suite 108  
Birmingham, AL 35244

C. Steven Daughtry, D.M.D.

140 Riverchase Parkway East  
Suite 108  
Birmingham, AL 35244

Marc A. Michelson, M.D.

1528 North 26th Street  
Birmingham, AL 35234

#### ARTICLE VII

The name and address of the incorporators are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>
Jack L. Schaeffer	140 Riverchase Prkwy.E. Birmingham, AL 35244	40
Rocklin D. Alling, D.D.S	1957 Hoover Ct., Ste. 206 Birmingham, AL 35226	40
Edwyn L. Boyd, M.D.	140 Riverchase Prkwy.E. Ste. 107 Birmingham, AL 35244	40
Robert J. Sciacca, M.D.	140 Riverchase Parkwy.E. Ste. 107 Birmingham, AL 35244	40
Larry G. Deep, D.M.D.	140 Riverchase Prkwy.E. Ste. 108 Birmingham, AL 35244	40
C. Steven Daughtry, D.M.D.	140 Riverchase Prkwy.E. Ste. 108 Birmingham, AL 35244	40
Marc A. Michelson, M.D.	1528 No. 26th St. Birmingham, AL 35234	40

Dated this the 1<sup>st</sup> day of May, 1985.

  
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Jack L. Schaeffer, D.D.

  
\_\_\_\_\_  
Rocklin D. Alling, D.D.S.

*Edwyn L. Boyd*

Edwyn L. Boyd, M.D.

*Robert J. Sciacca*

Robert J. Sciacca, M.D.

*Larry G. Deep*

Larry G. Deep, D.M.D.

*C. Steven Daughtry*

C. Steven Daughtry, D.M.D.

*Marc A. Michelson*

Marc A. Michelson, M.D.

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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 \_\_\_\_\_

Hoover Doctors Group, Inc.

is reserved as available based only upon an examination of the corporation records

on file in this office for the exclusive use of Hoover Doctors Group, Inc.

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 30, 1985 - expires 8-29-85

Date

*Don Siegelman*

Don Siegelman

Secretary of State



# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

HOOVER DOCTORS GROUP, 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 HOOVER DOCTORS GROUP, 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 HOOVER DOCTORS GROUP, INC., 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, 19 85.



STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED  
1985 MAY -1 PM 3:18

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

*Thomas A. Brouder, Jr.*  
Judge of Probate