

ARTICLES OF INCORPORATION  
OF  
DRS. DEEP AND DAUGHTRY, P.C.

The undersigned, all of whom are duly licensed to practice dentistry in the State of Alabama, for the purpose of forming a professional corporation under the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Drs. Deep and Daughtry, P.C.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized shall be to engage in and carry on all branches of the practice of dentistry, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

Fewell and Spna  
1833 Montgomery Highway  
Suite 110  
Birmingham, AL 35209

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, or corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on corporations by the laws of the State of Alabama.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Revised Alabama Professional

Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

#### ARTICLE FOUR

##### REGISTERED OFFICE

The address of the initial registered office of the corporation in this State is 140 Riverchase Parkway East, Suite 108, Hoover, Shelby County, Alabama 35244. The initial registered agents at the registered office are Dr. Larry G. Deep and Dr. Charles Steven Daughtry.

#### ARTICLE FIVE

##### CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$5.00 per share.

#### ARTICLE SIX

##### CAPITAL

The minimum amount of capital with which the corporation shall begin business is \$1,000.00.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of not less than two (2) members as fixed and determined from time to time by the shareholders.

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Larry G. Deep	2608 Aberdeen Road Birmingham, AL 35223
Dr. Charles Steven Daughtry	2739 Cherokee Road Birmingham, AL 35223

Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

ARTICLE EIGHT  
INCORPORATORS

The names and post office address of the incorporators and the number of shares subscribed for by each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Dr. Larry G. Deep	2608 Aberdeen Road Birmingham, AL 35223	100
Dr. Charles Steven Daughtry	2739 Cherokee Road Birmingham, AL 35223	100

ARTICLE NINE  
OFFICERS

The names and post office addresses of the officers chosen for the first year are:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
Dr. Larry G. Deep	President
Dr. Charles Steven Daughtry	Secretary/Treasurer

IN WITNESS WHEREOF, we have subscribed our names this 1st day of May, 1985.

Dr. Larry G. Deep

Dr. Charles Steven Daughtry



# 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 \_\_\_\_\_

Drs. Deep and Daughtry, P.C.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Drs. Deep and Daughtry, 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 30, 1985 - expires 8-29-85

Date

Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF

Drs. DEEP and DAUGHTRY, 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 Drs. DEEP and DAUGHTRY, 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 Drs. DEEP and DAUGHTRY, 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 3:31

Thomas A. Brander, Jr.

Judge of Probate

Thomas A. Brander, Jr.  
JUDGE OF PROBATE



