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ARTICLES OF INCORPORATION  
OF

CENTRAL ALABAMA PHYSICAL THERAPY, P.C.  
A PROFESSIONAL CORPORATION

The undersigned, all of whom are duly licensed to practice Physical Therapy in the State of Alabama, desiring to form a professional corporation in accordance with the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act, adopt the following Articles of Incorporation.

I. Name

The name of the Corporation is Central Alabama Physical Therapy, P.C.

II. REGISTERED OFFICE

The location of and address of the Corporation's initial registered office in this State is Rt. 1, Box 197, Shelby, Alabama, Shelby County. The initial registered agent, at the registered office is Renee Clayton.

III. PURPOSE

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

(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, corporations, or entities, and to become a member of any association, nonprofit corporation, or other entity.

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By Daniel Reeder  
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P. A. A. 35200

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealing; 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.

#### IV. DURATION

The term of existence of the corporation is perpetual.

#### V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice Physical Therapy within the State of Alabama. Professional services shall be rendered in each case by an officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers.

#### VI. INCORPORATORS

The names and post office addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Renee Clayton	Rt. 1 Box 198 Shelby, Alabama 35143

#### VII. DIRECTORS

The Board of Directors shall consist of 2 members. The names and addresses of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Renee Clayton	Rt. 1 Box 198 Shelby, Alabama 35143
S.L. Clayton	Rt. 1 Box 198 Shelby, Alabama 35143

## VIII. SHARE STRUCTURE

### Number and Type

The maximum number of shares that the Corporation is authorized to have outstanding is 1000 shares. All shares are to be common shares with a par value of \$1.00

### Restrictions on Issuance and Tender

No share of stock of this Corporation shall be issued or transferred to any person who is not a Physical Therapist duly licensed to practice in the State of Alabama.

### Authority Of Board Of Directors

Shares without par value may be issued pursuant to subscriptions taken by the incorporators, and, after organization, share without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of share without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

### Dividends

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

### Shareholders' Actions

To the extent permissible under the laws of the State of Alabama, consent by vote or otherwise of the holders of shares entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Alabama to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action taken by the shareholders of that class.

## IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$1000.00.

#### X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

#### XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes action in respect to any such transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law of equity to the contrary his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

#### XXI. INDEMNIFICATION

The Corporation shall indemnify each of its officer, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal,

to which he or she is or may be made a party by reason of having been director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court cost and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

#### Written Demand for Indemnification

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within 30 days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider such matters. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements stated, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9th day of December, 1986.

Rexie Claiborne  
Incorporator

This instrument was prepared by G. Daniel Reeves, Wiginton, Bailey & Reeves, 105 Vulcan Road, Birmingham, Alabama 35209, (205) 942-9233.



# 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 \_\_\_\_\_

Central Alabama Physical Therapy, 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 Central Alabama Physical Therapy, 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.

October 15, 1986- expires 2-13-87

Date

*Don Siegelman*

Don Siegelman

Secretary of State



# State of Alabama

SHELBY County

## CERTIFICATE OF INCORPORATION OF

CENTRAL ALABAMA PHYSICAL THERAPY, 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 CENTRAL ALABAMA PHYSICAL THERAPY, P.C., duly signed pursuant to the provisions 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 CENTRAL ALABAMA PHYSICAL THERAPY, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of DECEMBER, 19 86.

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

1986 DEC 12 AM 8:44

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

*Thomas A. Brundage, Jr.*

Judge of Probate

Rec 35.00  
Jud 1.00  
36.00

