

This instrument was prepared by Amy Lee Robertson,
3000 SouthTrust Tower, Birmingham, Alabama 35203.

**ARTICLES OF INCORPORATION
OF
ALABAMA FOUNDATION FOR ONCOLOGY**

The undersigned, acting as incorporators of a nonprofit corporation under the Alabama Nonprofit Corporation Act, Code of Alabama 1975 §§ 10-3A-1 et seq. (the "Act"), adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation shall be Alabama Foundation for Oncology.

SECOND: The period of its duration is perpetual.

THIRD: This corporation is not organized for profit and the purpose for which the corporation is organized and the objects to be carried on and promoted by it are as follows:

(a) To fund research and treatment for cancer patients who cannot reasonably afford such care;

(b) To promote a better understanding and awareness of cancer throughout the State of Alabama by educating the public on the prevention and treatment of cancer; and

(c) To receive, hold, invest, administer, and expend gifts and other monies exclusively for the educational, charitable, and scientific purposes described above, so as to qualify as a tax-exempt organization under § 501(c) of the Internal Revenue Code of 1954 and its regulations as amended.

The corporation shall not engage in any activities or make any expenditures not permitted by an organization exempt under § 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as amended.

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FOURTH: The corporation shall have all the common law and statutory powers of a nonprofit corporation which are not in conflict with the terms of these Articles, as they from time to time may be amended.

FIFTH: The members of the corporation shall consist of any physician, health care professional, or other person involved in health care, who is approved by the Board of Directors. No member may receive benefits from the corporation other than participation in its educational programs on the same basis as any non-member.

SIXTH: No part of the net earnings 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.

SEVENTH: In the event of dissolution of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious or educational organizations, which organizations would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or they may hereafter be amended.

EIGHTH: The initial registered agent for Alabama Foundation for Oncology is Sheila Owens, who is located at

the initial registered office at the following address:
Building 22, 6th Floor, Inverness Center, Inverness, Shelby
County, Alabama 35243.

NINTH: The affairs of the corporation shall be managed
by a Board of Directors consisting of the number of
directors as shall be determined by the By-Laws; provided,
however, that the Board of Directors shall consist of not
less than eight directors or more than thirteen, and in the
absence of a provision in the By-Laws shall consist of
eleven directors. Directors of the corporation shall be
elected at the annual meeting of the members in the manner
determined by the By-Laws. Vacancies on the Board of
Directors shall be filled in the manner provided by the By-
Laws.

The initial Board of Directors shall have eleven
directors. The names and addresses of the members of the
Board of Directors who shall hold office until their
successors are elected and have qualified, or until such
Directors are removed, are as follows:

<u>Name</u>	<u>Address</u>
Dr. John Hankins	2018 Brookwood Medical Ctr. Drive Suite 415 Birmingham, Alabama 35209
Dr. Eugene Sherlock	2018 Brookwood Medical Ctr. Drive Suite 207 Birmingham, Alabama 35209
Dr. James Blanton	2018 Brookwood Medical Ctr. Drive Suite G-5 Birmingham, Alabama 35209

Dr. Robert Jones	2010 Brookwood Medical Ctr. Drive Pathology Department Birmingham, Alabama 35209
Dr. Ernest Campbell	2022 Brookwood Medical Ctr. Drive Suite 313 Birmingham, Alabama 35209
Dr. J. Max Austin	909 South 18 Street Birmingham, Alabama 35205
Dr. Charles Porter	2010 Brookwood Medical Ctr. Drive Medical Education Department Birmingham, Alabama 35209
Dr. John Glover	2010 Brookwood Medical Ctr. Drive Radiation Therapy Birmingham, Alabama 35209
Mr. Greg Burfitt	2010 Brookwood Medical Ctr. Drive Administration Birmingham, Alabama 35209
Mr. Bill Dexheimer	22 Inverness Ctr. Parkway Suite 600 Birmingham, Alabama 35243
Ms. Sheila Owens	22 Inverness Ctr. Parkway Suite 600 Birmingham, Alabama 35243

TENTH: The Board of Directors of this corporation shall have authority to adopt such rules, By-Laws and regulations for the government of the corporation as they may deem necessary and expedient, and said By-Laws shall provide the date upon which meetings of the Board of Directors shall be held, the number of directors and their term of office, and the number and designation of officers, their terms of office, and the powers and duties of the officers.

ELEVENTH: The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
Sheila Owens	6th Floor, Building 22, Inverness Center Birmingham, Alabama 35243
Amy Lee Robertson	3000 SouthTrust Tower Birmingham, Alabama 35203

WHEREFORE, these incorporators file this, their Articles of Incorporation, and tender to the Probate Judge of Jefferson County, Alabama, the lawful fees and charges, and pray that these Articles may be examined and approved, and that the corporation may be deemed to be incorporated for the purpose herein set out.

Sheila Owens
Sheila Owens

Amy Lee Robertson
Amy Lee Robertson

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**VERIFICATION OF THE
ARTICLES OF INCORPORATION OF
ALABAMA FOUNDATION FOR ONCOLOGY**

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned Notary Public in and for said County in said State, personally appeared on this day who being by me first duly sworn, did depose and say as follows: (1) That affiants are the incorporators of Alabama Foundation for Oncology, a not for profit corporation incorporated pursuant to the Alabama Nonprofit Corporation Act, (2) that they, as such incorporators, are authorized and empowered to make this sworn affidavit and verification and to cause the Articles to be executed and filed for record, and (3) that they, as incorporators of said corporation, are familiar with the contents of the foregoing Articles and said Articles are the act and deed of the signers respectively and the matters and things set forth in said Articles are true and correct.

Sheila Owens
Sheila Owens

Amy Lee Robertson
Amy Lee Robertson

Sworn to and subscribed to before me this
7 day of October, 1987.

Daryl S. Samuels
Notary Public

My Commission Expires:

4-9-89

State of Alabama

SHELBY

County

CERTIFICATE OF _____ INCORPORATION _____ OF

ALABAMA FOUNDATION FOR ONCOLOGY

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA FOUNDATION FOR ONCOLOGY, duly signed and verified pursuant to the provisions of Section 10-3A-1 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 ALABAMA FOUNDATION FOR ONCOLOGY, and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 7th day of OCTOBER, 1987.

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

1987 OCT -7 PM 4: 35

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Lawyer's Fee	25.00
2 Copies Fee	1.00
TOTAL	26.00

