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This instrument was prepared by:
William S. Fishburne, III
Sadler, Sullivan, Sharp & Stutts, P.C.
1100 First National-Southern Natural Building
Birmingham, Alabama 35203

STATE OF ALABAMA)

COUNTY OF SHELBY)

BOOK 035 PAGE 01

ARTICLES OF INCORPORATION

OF

EDWYN L. BOYD, M.D., P.C.

KNOW ALL MEN BY THESE PRESENTS, that Edwyn L. Boyd, M.D., the undersigned person, duly licensed to practice medicine under the laws of the State of Alabama, does hereby form a professional corporation under the laws of the State of Alabama and does declare:

ARTICLE ONE

NAME

The name of the Corporation shall be Edwyn L. Boyd, M.D., P.C.

ARTICLE TWO

OBJECTS AND PURPOSES

The objects for which this Corporation is formed are:

1. To engage in the practice of medicine and to

Sadler, Sullivan

specialize in the practice of medicine relating to ears, nose and throat in accordance with the canons of professional ethics and in accordance with all rules of practice and other regulations adopted by any medical association of which the shareholder is or may become a member.

2. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own, hold, mortgage, lease, sell or otherwise dispose of and trade in and with real and personal property insofar as the same shall be necessary or appropriate in connection with the lawful purposes of this Corporation.

3. To purchase or otherwise acquire, hold, use, apply for, register, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names relating to or useful in connection with any business of this Corporation.

4. To enter into, make, perform and carry out contracts of every kind and for any lawful purposes with any person, firm, association, corporation, government or governmental subdivision.

5. To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

6. To make donations for the public welfare or for charitable, scientific or educational purposes.

7. To establish pension, profit sharing or stock option plans for the benefit of officers and employees of the Corporation.

8. To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

9. To issue bonds, debentures or obligations of this Corporation from time to time for any of the objects or purposes of the Corporation and to secure the same by mortgage, pledge, deed of trust or otherwise.

10. To have and to exercise all powers conferred by the laws of the State of Alabama upon professional corporations including, specifically but not exclusively, the Revised Alabama Professional Corporation Act (Acts 1983, No. 83-514) effective January 1, 1984.

11. To do any and everything necessary and proper for the accomplishment of the objects and purposes herein enumerated or necessary or incidental to the benefit of the Corporation.

The foregoing clauses shall be construed as objects and purposes of the Corporation, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation in the State of Alabama is Suite 107, 140 Riverchase Parkway, East, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is Edwyn L. Boyd, M.D.

ARTICLE FOUR

CAPITAL STOCK

1. The amount of the total authorized capital stock of this Corporation shall be One Thousand Dollars (\$1,000.00), divided into one thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

2. The minimum amount of consideration for its shares to

be received by the Corporation before it shall commence business is One Thousand Dollars (\$1,000.00).

3. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. Such vote may be cast in person or by proxy, provided that the person or persons named as proxy or proxies are licensed to engage in the practice of medicine in the State of Alabama. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

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4. No person shall have the right to purchase, own or hold legal title to any shares of stock issued by the Corporation unless such person is a "qualified person" within the meaning of Section 10-4-382 of the revised Alabama Professional Corporation Act. Any shares issued in violation of this paragraph are null and void and the voluntary transfer of any shares in violation of this paragraph is null and void. Except as herein otherwise provided, the shares of the Corporation may be sold, assigned and transferred without limitation, except as may be otherwise agreed by the Corporation and/or its shareholders.

5. No shareholder shall have any preemptive right to purchase any proportion of any stock of the Corporation, including treasury shares, that may be issued or sold by the Corporation.

6. The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dis-

pose of its own shares. The Corporation may purchase or otherwise acquire its own shares for the purpose, among others, of:

- (a) eliminating fractional shares; and
- (b) collecting or compromising indebtedness to the Corporation.

7. No person shall have the power to bind the Corporation within the scope of the Corporation's business or profession merely by virtue of his being a shareholder of the Corporation.

8. Nothing herein contained shall modify any law applicable to the confidential relationship between any individual employed by the Corporation who shall render such medical service and the person receiving the same.

ARTICLE FIVE

INCORPORATORS

The name and address of the person creating the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Edwyn L. Boyd, M.D.	Suite 107 140 Riverchase Parkway, East Birmingham, Alabama 35244

ARTICLE SIX

BOARD OF DIRECTORS AND OFFICERS

1. The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of not less

than one (1) nor more than three (3) directors. The number may be increased or decreased as provided in the By-Laws of the Corporation.

2. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. Any directorship to be filled by reason of an increase in the number of directors must be filled by election at a meeting of the shareholders.

3. The Board of Directors shall have and may exercise all of the rights, power and authority that may be vested in a Board of Directors of a professional corporation organized under the Revised Alabama Professional Corporation Act (Acts 1983, No. 83-514) effective January 1, 1984, except as herein otherwise specifically provided.

4. The names and addresses of the Board of Directors of the Corporation at the present time are as follows:

<u>Name</u>	<u>Address</u>
Edwyn L. Boyd, M.D.	Suite 107 140 Riverchase Parkway, East Birmingham, Alabama 35244

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

6. The officers of the Corporation shall include a President and a Secretary, and such other officers as the Board of Directors may from time to time determine in accordance with

the By-Laws. Any number of offices may be held by the same person unless the By-Laws prescribe otherwise.

7. The names of the officers of the Corporation chosen as of the date of the formation of the Corporation and the offices which they hold are as follows:

<u>Name</u>	<u>Office</u>
Edwyn L. Boyd, M.D.	President, Secretary & Treasurer

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

9. Anything herein to the contrary notwithstanding, no officer or member of the Board of Directors who is not duly licensed to practice medicine shall participate in any decisions of the Corporation in connection with the practice of medicine by the Corporation.

ARTICLE SEVEN

DURATION

1. The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved in the manner provided by the Alabama Business Corporation Act.

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 SEVEN and

08 shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, the transfer of shares to any new shareholder or shareholders, or the happening of 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 aim and intention hereof that this Corporation shall have continuity of life independent of the life or status of its shareholders. No shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind, nature or description.

035 3. Neither the estate nor the legal representative of any deceased, insane or incompetent shareholder or any shareholder who shall in any manner whatsoever transfer his ownership in shares of the Corporation shall have any right, title or interest whatsoever in the goodwill, if any, or any other property owned by the Corporation.

ARTICLE EIGHT

DIVIDENDS

1. Dividends in cash or property may be declared by the Board of Directors and paid only out of unreserved and unrestricted earned surplus; provided, however, that no dividend shall be paid when the Corporation is insolvent or when the declaration or

payment thereof would render the Corporation insolvent.

2. Dividends may be declared and paid in the shares of the Corporation out of:

- (a) any treasury shares that have been acquired out of the surplus of the Corporation; and
- (b) the authorized but unissued shares of the Corporation.

In either case, the shares shall be issued at such value as is fixed by the Board of Directors and an amount of surplus equal to the aggregate value so fixed shall be transferred to stated capital. The amount per share so transferred shall be disclosed to the shareholders.

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ARTICLE NINE

POWERS

1. The Board of Directors shall have the power to sell, lease, exchange or make any other disposition of all, or substantially all, of the property and assets of the Corporation when made in the usual and regular course of its business, and to mortgage or pledge any or all of the assets of the Corporation without the authorization or consent of the shareholders.

2. If a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation, either with or without the goodwill of the Corporation, is not to be made in the usual and regular course of its

business, it shall be authorized in accordance with Section 10-2A-161 of the Alabama Business Corporation Act.

3. Any action required or permitted to be taken at any meeting of the Board of Directors (or of any committee thereof) or of the shareholders may be taken without a meeting, if a written consent thereto is signed by all members of the Board (or of such committee) or all the shareholders as the case may be, and such written consent sets forth the action so taken and is filed with the minutes of proceedings of the board, committee or shareholders. Any such written consent shall have the same force and effect as a unanimous vote of the Board, committee or shareholders.

4. The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE TEN

RIGHT TO ADOPT BY-LAWS

1. The Corporation shall have such By-Laws as may be adopted by the shareholders. 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-Laws establishing the number of directors, the time or place of share-

holders' meetings or what constitutes a quorum of such share-
holders' meeting.

2. The By-Laws may provide that whenever any notice is required to be given under either the laws of the State of Alabama, these Articles of Incorporation or 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 therein, shall be equivalent to the giving of such notice.

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ARTICLE ELEVEN

QUALIFIED PROFESSIONALS

If any shareholder, member of the Board of Directors, officer, agent or employee of the Corporation becomes legally disqualified to practice medicine in the State of Alabama, accepts employment or is elected to a public office which, pursuant to existing law is a restriction or limitation upon his practice of medicine, he shall sever all relations which he has with the Corporation of every kind, nature and description, including specifically, but not exclusively, his financial interest in the Corporation, his membership on the Board of Directors, his position as an officer of the Corporation or his position as an employee or agent of the Corporation, as the case may be.

ARTICLE TWELVE

PURCHASE OF STOCK

The price and terms 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 and the price and terms at which such deceased, retired, expelled or disqualified shareholder shall be required to sell his shares of the Corporation or its other shareholders, shall be fixed by the By-Laws of the Corporation. The particular By-Law or By-Laws of the Corporation governing the foregoing may be in the form of a contract between the Corporation and all of the present shareholders and their heirs, executors, administrators, successors and assigns. In the event that the By-Laws of the Corporation shall not fix the price at which such sale and purchase shall be made as aforesaid, then the price for such share or shares of stock of the Corporation shall be the book value thereof at the end of the month immediately preceding the death of, or disqualification of the shareholder. Book value shall be determined by an independent certified public accountant employed for such purpose, from the books and records of the Corporation by the regular method of accounting employed by the Corporation. The determination by the certified public accountant of book value shall be conclusive on the Corporation and its shareholders.

ARTICLE THIRTEEN

AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner provided by Article 4 of the Alabama Business Corporation Act.

ARTICLE FOURTEEN

COMPLIANCE WITH LAW

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BOOK 1
1. The Corporation shall not carry on or exercise any of the objects, purposes or powers herein authorized except in full compliance with and under such licenses or other authority as may be required by the laws of the State of Alabama and in no event in violation of said laws.

2. The Corporation shall be governed by all laws governing or applicable to corporations, where applicable and not in conflict herewith, including but not limited to the "Alabama Business Corporation Act."

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 2nd day of January, 1988.

Edwyn L. Boyd, M.D.
EDWYN L. BOYD, M.D.



STATE OF ALABAMA

I, Glen Browder, 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 Edwyn L. Boyd, M.D., 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 Edwyn L. Boyd, M.D., 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.

December 18, 1987 - expires 4-17-88

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

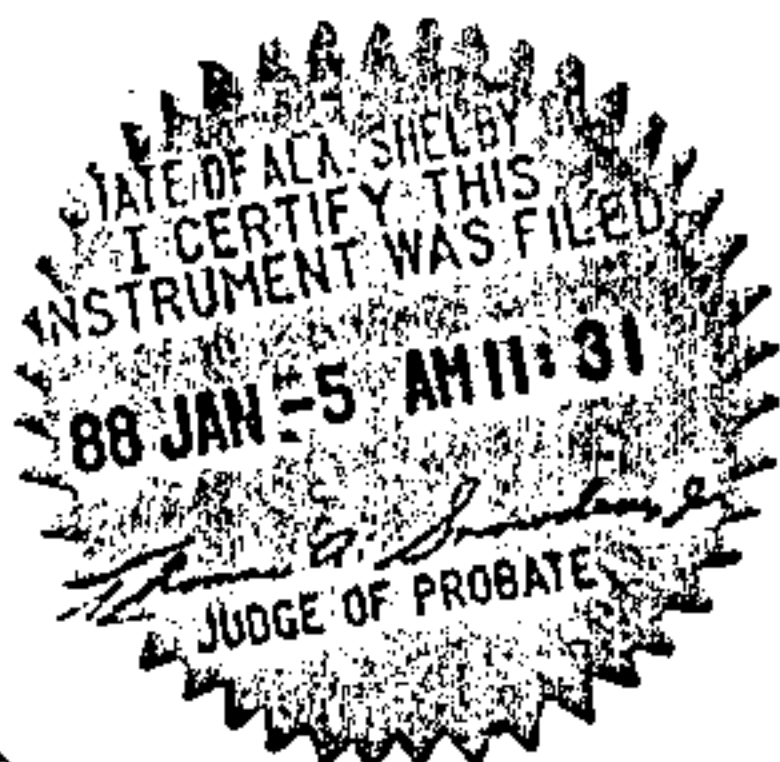
OF

EDWYN L. BOYD, M. D., 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 EDWYN L. BOYD, M. D., 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 EDWYN L. BOYD, M.D., P. C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5th day of JANUARY, 19 88.



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

88 JAN -5 AM 11:31

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

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