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ARTICLES OF INCORPORATION
OF THE
SHELBY MEDICAL CENTER
PREFERRED PROVIDER ORGANIZATION
(A NONPROFIT CORPORATION)

The undersigned incorporators, being natural persons of the age of 19 years or more, desiring to form a nonprofit corporation under the provisions of the Alabama Nonprofit Corporation Act, as it may be amended from time to time, executed, acknowledged, and delivered to the Judge of Probate of Shelby County, Alabama, the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

SHELBY MEDICAL CENTER
PREFERRED PROVIDER ORGANIZATION

ARTICLE II

Period of Duration

This corporation shall exist in perpetuity, from and after the date of filing of these Articles of Incorporation with the Judge of Probate of Shelby County, Alabama, unless dissolved according to law.

ARTICLE III

Objects and Purposes

This corporation is organized for all lawful purposes for which nonprofit corporations may be organized under the laws of the State of Alabama, which shall include, but not be limited, to sponsor, administer, and assist with the negotiations of contracts on behalf of participating

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*Shelby Medical Ctr
P.O. Box 488
Tomball, Ala. 35007*

physicians to render medical services to the general public, to sponsor, administer, and assist with the negotiation of agreements with hospitals to permit physicians to render the services required by such medical service contracts in such hospitals and to do and engage in all activities that will further and are consistent with such objects and purposes.

ARTICLE IV

Powers

In furtherance of the preceding objects and purposes, the corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Alabama, including, but without limitation, the following:

(a) To purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may have or grant.

(b) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know-how, and trade secrets, relating to or useful in connection with any business, objects or purpose of the corporation.

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or foreign countries and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person

may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(d) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(e) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

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

(g) To enter in any plan or program for the assistance and welfare of its employees.

(h) To enter into any legal arrangements for sharing of profits, reciprocal concessions, or cooperation, as general or limited partners, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of the corporation.

(i) To carry on any other business in connection with the foregoing.

(j) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the object and purposes of the corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or

permitted to a corporation under any laws that may now or hereafter be applicable or available to the corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the corporation, as well as powers, and provisions for the regulation of the business and the conduct of the affairs of the corporation, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of objects and purposes shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE V

Membership and Capital Stock

The corporation shall have members, who shall have such rights, powers, and privileges as may from time to time be prescribed by the bylaws. The manner of election or appointment, and the qualifications of the members shall be determined according to the bylaws then in effect. The corporation shall have no capital stock.

ARTICLE VI

Board of Directors

The affairs and management of the corporation shall be under the control of a Board of Directors, the members of which may, but need not be, members of the corporation. The initial Board of Directors of the corporation shall consist of six (6) directors, and the names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the Board and until their successors are elected and shall qualify are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	C. L. Denton	Post Office Box 488 Alabaster, Alabama 35007
2.	Laura A. Willis	Post Office Box 488 Alabaster, Alabama 35007

3. Stanley T. Crockett

Post Office Box 488
Alabaster, Alabama 35007

4. Samuel B. Roberts, M.D.

Post Office Box 488
Alabaster, Alabama 35007

5. Paul S. Salter, III, M.D.

Post Office Box 488
Alabaster, Alabama 35007

6. Michael Thomas, M.D.

Post Office Box 488
Alabaster, Alabama 35007

The number of directors may be increased or decreased from time to time by amendments to the bylaws. Three (3) of the directors shall be ex-officio members of the Board, being the three (3) chief administrative officers of Shelby Medical Center from time to time appointed by the chief executive officer of Shelby Medical Center. The remainder of the Board shall consist of three (3) members of the medical staff of Shelby Medical Center.

ARTICLE VII

Bylaws

The Board of Directors shall have the power to make such bylaws as it may deem proper for the management of the affairs of the corporation and to amend, alter, change or repeal such bylaws. Such bylaws may further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

ARTICLE VIII

Officers

The corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

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ARTICLE IX

Registered Office and Registered Agent

The principal office for the transaction of the business of the corporation in the State of Alabama shall be in the City of Alabaster. The address of the initial registered office of the corporation is 1000 First Street North, Post Office Box 488, Alabaster, Alabama 35007. The initial registered agent at such address is C. L. Denton. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE X

Change in Articles of Incorporation

The corporation reserves the right to amend these Articles of Incorporation in the manner prescribed by law.

ARTICLE XI

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, and after returning, transferring or conveying all assets requiring return, transfer or conveyance upon dissolution, distribute all remaining assets of the corporation as provided in the bylaws then in effect, provided such bylaws are not inconsistent with the laws of Alabama.

ARTICLE XII

Incorporators

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
C. L. Denton	Post Office Box 488 Alabaster, Alabama 35007
Laura A. Willis	Post Office Box 488 Alabaster, Alabama 35007

Stanley T. Crockett

Post Office Box 488
Alabaster, Alabama 35007

Ginger Alred, M.D.

Post Office Box 488
Alabaster, Alabama 35007

Samuel B. Roberts, M.D.

Post Office Box 488
Alabaster, Alabama 35007

IN WITNESS WHEREOF, the above-named incorporators have
executed these Articles of Incorporation this 15TH day
of June, 1989.


Incorporator


Incorporator


Incorporator


Incorporator


Incorporator

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned, a Notary Public, hereby
certifies that on the 15TH day of June, 1989, personally
appeared before me C. L. DENTON,
LAURA WILLIS, STANLEY T. CROCKETT,
GINGER ALRED, M.D., and SAMUEL B. ROBERTS, M.D.

and who being first duly sworn, declared that they are the persons who signed the foregoing documents as incorporators, and that the statements therein contained are true.

Sworn to and subscribed before me this 15TH day of June, 1989.


Notary Public

My Commission Expires: MAY 31, 1992

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

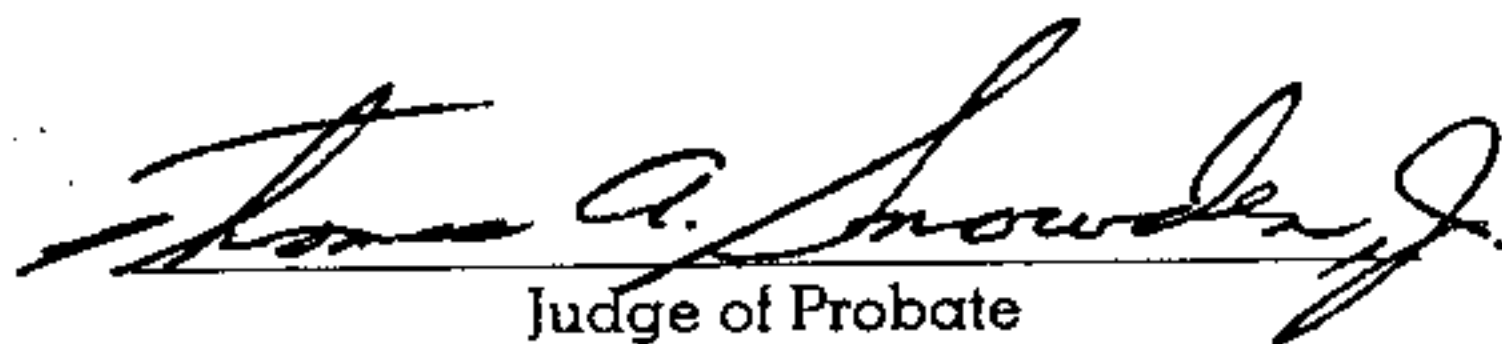
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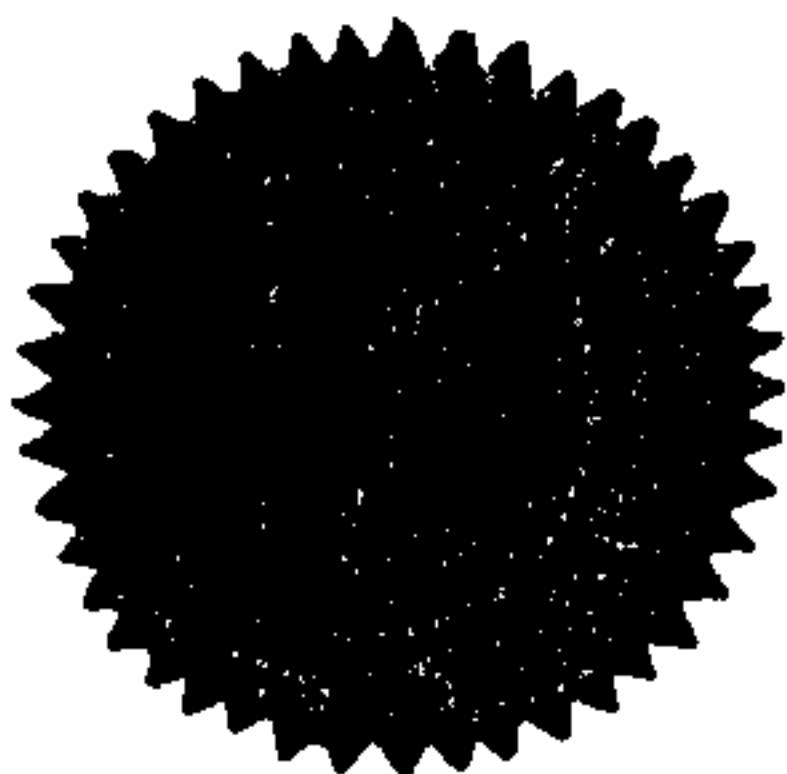
SHELBY MEDICAL CENTER
PREFERRED PROVIDER ORGANIZATION

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of SHELBY MEDICAL CENTER PREFERRED PROVIDER ORGANIZATION, duly signed and verified pursuant to the provisions of Section _____ 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 SHELBY MEDICAL CENTER PREFERRED PROVIDER ORGANIZATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

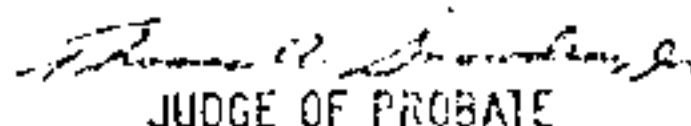
GIVEN Under My Hand and Official Seal on this the 20th day of June, 1989.


Judge of Probate



THIS IS A TRUE AND CORRECT
I CERTIFY THIS
INSTRUMENT WAS FILED

89 JUN 20 PM 2:01


JUDGE OF PROBATE