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This instrument was prepared by:  
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ARTICLES OF INCORPORATION  
OF  
AMERICAN MEDICAL MANAGEMENT, INC.

FIRST: The name of the corporation is:

AMERICAN MEDICAL MANAGEMENT, INC.

SECOND: The term of existence of the corporation is perpetual.

THIRD: The objects and purposes for which the corporation is formed are:

(a) In general, to engage in the business of medical practice management, medical practice consulting and/or medical practice marketing and other areas of management directly or indirectly related to the medical and/or dental industry.

(b) To engage in and transact any and all business for which corporations may be incorporated under the Code of Alabama, 1975, Title 10, Chapter 2A.

(c) To apply for, 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 and personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy licenses, powers, authorities, concessions, rights or privileges which any corporation may make or grant.

(d) 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, patents 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 purposes of the corporation.

(e) 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 of securities issued or created by any other corporation of Alabama or any other state or any foreign country, and, while the owner thereof, to exercise any and all rights, powers and privileges as provided by the laws of the State of Alabama and the United States.

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

(g) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association, partnership or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold or in any manner dispose of, the whole or part of the property so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(h) 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.

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

(j) To purchase (by means of tender, direct purchase, bids in the market, or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, script, or evidences of indebtedness, or any of its common stock or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own stock may be only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation, shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any shares, the Board of Directors of the corporation (or any committee authorized to exercise the powers of the Board), shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

(k) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip, or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue any thereof.

(l) To enter into any contract, plan, or project for the assistance and welfare of its employees.

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

(n) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or countries.

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

(p) 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 objects and purposes of this corporation, to the 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 be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, 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

purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

FOURTH: The total number of shares of stock which the corporation shall have the authority to issue shall be 1000 shares of common stock with the par value of One Cent (\$.01) per share. Any and all shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further value or assessment of any other payment thereon.

FIFTH: The name of the initial registered agent of the corporation for service of process shall be Marcus W. Smith and the initial registered address of the corporation shall be 2708 Indian Forest Trail, Helena, Alabama, 35080.

SIXTH: The name and principal office address of the officer designated by the incorporator to receive subscriptions of the capital stock of the corporation is:

Marcus W. Smith  
2708 Indian Forest Trail  
Helena, Alabama 35080

SEVENTH: Each holder of stock of this corporation shall be entitled, as of right, to purchase or subscribe for his or her proportional part of any authorized but unissued stock of this corporation, or of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock

of this corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class.

EIGHTH: The name and address of each incorporator is as follows:

Marcus W. Smith  
2708 Indian Forest Trail  
Helena, Alabama 35080

NINTH: The number of directors constituting the initial board of directors of the corporation shall be two (2). Thereafter, the number of directors shall be fixed in the manner provided in the Bylaws, and may be increased or decreased from time to time by amendment to, or in the manner provided in, the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director, nor shall the number of directors at any time be less than two (2) as required by statute. The name and address of each director chosen for the first year and until their successors are elected and qualified are as follows:

Marcus W. Smith  
2708 Indian Forest Trail  
Helena, Alabama 35080

Thomas Robert Whatley, Jr.  
17871 Highway 98A  
Panama City Beach, Florida 32407

TENTH: The By-Laws of the corporation shall contain provisions for the regulation and management of the corporation and its affairs not inconsistent with any provisions of the Articles of Incorporation, and not inconsistent with the laws of the State

of Alabama. The initial By-Laws of the corporation shall be adopted by the shareholders. The By-Laws of the corporation shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The By-Laws may also be amended in the interim between shareholders' meetings by a majority vote of the Board of Directors, provided however, that the Board of Directors, may not alter, amend, or repeal any By-Laws establishing the number of directors, the number of directors constituting a quorum at a meeting of the Board of Directors, the time and place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings.

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to fix and determine and to vary the amount of working and

stated capital of the corporation; to determine the date or dates for the declaration and payment of dividend; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in. 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 directors by statute.

ELEVENTH: This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered, shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

TWELFTH: So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to



or interest in said share on the part of any other person, unless the corporation shall have notice thereof as required in the By-Laws of this corporation.

THIRTEENTH: The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability.

FOURTEENTH: No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors or officers of the corporation are, directly or indirectly, pecuniarily or otherwise, interested in such contract, transactions or other act, or related to or interested in (either as director, shareholder, officer, employee, member or otherwise) such person, firm, association, partnership or corporation. Any director of the corporation individually, or any firm, partnership, or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or such firm, association, partnership or corporation, is so interested, shall be disclosed or



known to the Board of Directors, and if such fact shall be so disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation without regard to the fact that he is also a director of such other corporation.

FIFTEENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this the 31 day of May, 1989.

  
MARCUS W. SMITH



# STATE OF ALABAMA

I, Perry A. Hand, 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 \_\_\_\_\_  
American Medical Management, Inc. is reserved as available based  
only upon an examination of the corporation records on file in this office for the exclusive use of  
American Medical Management, Inc.

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.

BOOK 039 PAGE 159



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.

May 15, 1989 - expires - 8-13-89

Date

Perry A. Hand

Secretary of State

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

AMERICAN MEDICAL MANAGEMENT, INC.

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 AMERICAN MEDICAL MANAGEMENT, INC., 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 AMERICAN MEDICAL MANAGEMENT, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 22nd day of JUNE, 1989

STATE OF ALABAMA  
I CERTIFY THIS  
INSTRUMENT WAS FILED

89 JUN 22 PM 2:01

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Thomas A. Snowden, Jr.  
Judge of Probate

Rec 35.00  
Jud 1.00  
36.00

BOOK 039 PAGE 160