

This instrument was prepared

2605  
by Jack B. Levy  
2222 Arlington Avenue So.  
Birmingham, Alabama 35205

STATE OF ALABAMA )

SHELBY COUNTY )

## ARTICLES OF INCORPORATION

OF

RIVERCHASE CLINICAL RESEARCH, P.C.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, 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 I

#### NAME

The name of the Corporation shall be Riverchase Clinical Research, P.C.

### ARTICLE II

#### PURPOSES

The purposes for which this Corporation is formed are:

(a) To engage in the practice of medicine and to specialize in the practice of medical research, 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 any shareholder is or may become a member.

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Sirote, Permut  
2222 Arlington Avenue So.  
Birmingham, Alabama 35205

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(b) 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.

(c) To acquire, hold, use, 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.

(d) 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.

(e) 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.

(f) To make donations for the public welfare or for charitable, scientific or educational purposes.

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

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

(i) 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.

(j) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of any other person, persons, corporation, general partnership, limited partnership, association, or any other legal entity.

(k) To have and to exercise all powers conferred by the laws of the State of Alabama upon professional

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corporations, including, specifically but not exclusively, the Revised Alabama Professional Corporation Act.

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

The foregoing clauses shall be construed as purposes for which the Corporation is organized, 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 III

##### LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT THEREAT

The location and mailing address of the initial registered office of the Corporation shall be

140 Riverchase Parkway East  
Birmingham, Alabama 35244

The name of the Corporation's initial registered agent at said address shall be Eric Stephen Solomon, M.D.

#### ARTICLE IV

##### AUTHORIZED CAPITAL SHARES

(a) The total number of shares which the Corporation shall have authority to issue is Five Thousand (5,000) Common shares of the par value of \$1.00 per share,

constituting a total authorized capital of Five Thousand and No/100 Dollars (\$5,000.00) and consisting of such one class only.

(b) 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.

(c) No person shall have the right to purchase, own or hold legal title to any shares issued by the Corporation unless such person is licensed to engage in the practice of medicine in the State of Alabama; provided, however, that the legal representatives of the estate of any shareholder who was duly licensed to practice medicine in the State of Alabama may continue to hold shares of the Corporation for a reasonable period of time, not to exceed the term of the administration of the estate of said deceased shareholder, but under no circumstances shall the legal representatives of said estate have any right to participate in any manner whatsoever in any decisions that might be made by the shareholders concerning the rendering of services by the Corporation in the practice of medicine. Except as herein otherwise provided, the shares

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of the Corporation may be sold, assigned and transferred without limitation.

(d) The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares. The Corporation may purchase or otherwise acquire its own shares for the purpose, among others, of (i) eliminating fractional shares; and (ii) collecting or compromising indebtedness to the Corporation.

(e) No person shall have the power to bind the Corporation within the scope of the business or profession of the Corporation merely by virtue of his being a shareholder of the Corporation.

(f) Nothing herein contained shall modify any law applicable to the relationship between one or more of the individuals employed by the Corporation in furnishing services in the practice of medicine and any persons receiving such services. This shall include but not be limited to liability for tort arising out of such services in the practice of medicine, and shall also include the confidential relationship between any individual employed by the Corporation who shall render such service and the person receiving the same. Subject to the foregoing provision, shareholders of the Corporation shall not be liable for the debts of, or claims against, the Corporation unless any such shareholder has

personally participated in the transaction for which any debt or claim is made or out of which it may arise.

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

#### ARTICLE V

##### NAME AND ADDRESS OF INCORPORATOR

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

<u>NAME</u>	<u>MAILING ADDRESS</u>
Eric Stephen Solomon, M.D.	140 Riverchase Parkway East Birmingham, Alabama 35244

#### ARTICLE VI

##### NUMBER OF DIRECTORS AND NAMES AND ADDRESSES OF INITIAL BOARD

The initial Board of Directors shall consist of six (6) Directors. The names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Eric Stephen Solomon, M.D.	140 Riverchase Parkway East Birmingham, Alabama 35244
Edward L. Goldblatt, M.D.	140 Riverchase Parkway East Birmingham, Alabama 35244
Robert B. Bashinsky, M.D.	140 Riverchase Parkway East Birmingham, Alabama 35244
Frank H. Rudeseal, M.D.	140 Riverchase Parkway East Birmingham, Alabama 35244
Connie Kempf, M.D.	140 Riverchase Parkway East Birmingham, Alabama 35244
James Allen, M.D.	140 Riverchase Parkway East Birmingham, Alabama 35244

(a) A member of the Board of Directors need not be a shareholder of the Corporation.

## ARTICLE VII

### OFFICERS

(a) The officers of the Corporation shall include a President and a Secretary, and such other officers as may be required by law or as the Board of Directors may from time to time determine. Any one person may serve in more than one office, where not otherwise prohibited by law.

(b) 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.

(c) 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 VIII

##### DURATION

(a) The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved by an affirmative vote of two-thirds of the issued and outstanding shares of the Corporation (excluding all unissued shares or shares reacquired by the Corporation) at a special meeting of the shareholders called for that purpose.

(b) This Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in paragraph (a) of this ARTICLE VIII and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares, 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.

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(c) 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 good will, if any, or any other property owned by the Corporation.

#### ARTICLE IX

##### INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Board of Directors and the shareholders are hereby adopted:

(a) The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-laws, provided however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-Laws may contain any provisions for the regulation of the business and for the conduct of the affairs

of the Corporation, the Board of Directors and shareholders not inconsistent with the powers and authorities expressly conferred by statute or these Articles of Incorporation.

(b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in ARTICLE VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed from time to time by the By-Laws or, in the absence of a By-Law fixing the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, and no decrease shall have the effect of shortening the term of any incumbent Directors, except that any member of the Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits

shall be declared and paid as dividends, to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;

(2) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by the Board of Directors is involved, or by all of the shareholders entitled to vote thereon, if action by the shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of Incorporation and by statute, without any action by its shareholders:

(1) The Corporation may issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of

Incorporation, as from time to time amended, or out of capital shares acquired by it after the issuance thereof;

(2) 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 of consent of the shareholders.

(3) 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 good will of the Corporation, is not to be made in the usual and regular course of its business, it shall first be authorized by the affirmative vote of at least two-thirds of the outstanding shares of the Corporation at a meeting called for that purpose;

(4) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a

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subscriber shall not be considered as a shareholder until said subscription shall have been paid in full; and

(5) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

#### ARTICLE X

##### DISQUALIFICATION

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, or 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 XI

PURCHASE PRICE OF SHARES

The price at which the Corporation or its shareholders may purchase, or be obligated to purchase, the shares of the Corporation of a deceased, retired, expelled or disqualified shareholder and the price at which such deceased, retired, expelled or disqualified shareholder shall be required to sell his shares to 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 an agreement between the Corporation and all of the present shareholders and their heirs, executors, administrators, successors and assigns, and such By-Law or By-Laws may only be amended by the unanimous agreement of the Corporation and all of the shareholders who are parties to such agreement. 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 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 accountant employed for such purpose, from the books and records of the Corporation by the regular method of accounting employed by the Corporation. The

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determination by the certified public accountant of book value shall be conclusive on the Corporation and its shareholders.

#### ARTICLE XII

##### RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

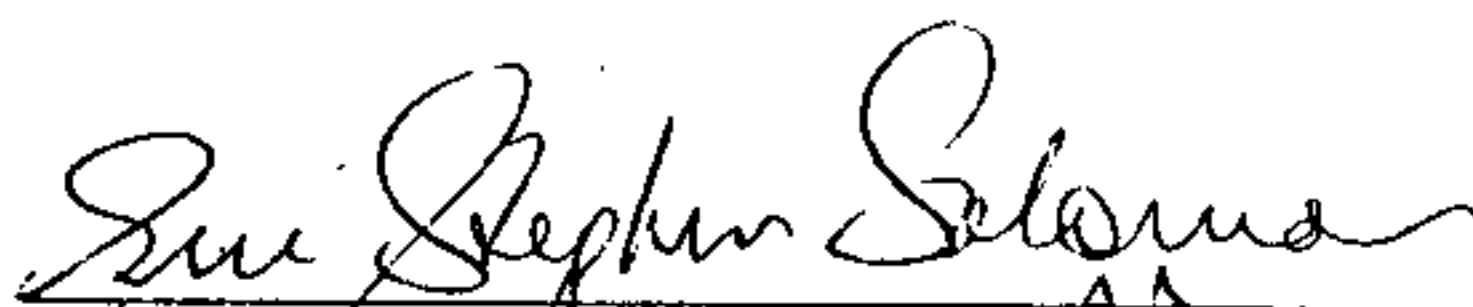
#### ARTICLE XIII

##### CONSTRUCTION OF ARTICLES

(a) The Corporation shall not carry on or exercise any of the business 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.

(b) The Corporation shall be governed generally by the laws of the State of Alabama governing or applicable to corporations, including, but not limited to, the Alabama Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has hereunto set  
his hand and seal on this 29th day of September,  
1989.

  
Eric Stephen Solomon, M.D.

Ref: BJS/9941880

EX-040 45





OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND  
SECRETARY OF STATE

RECEIVED

SEP 13 1989

EX-121 REV 11

BSS

NAME RESERVATION CERTIFICATE

FOR

Riverchase Clinical Research, P.C.

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, based upon an examination of the corporation records on file in this office, the corporate name "Riverchase Clinical Research, P.C." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Lery, P. O. Box 55727, Birmingham, AL 35255-5727 for a period of one hundred twenty days beginning September 8, 1989 and expiring January 7, 1990.

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 September 8, 1989.

Perry A. Hand  
Secretary of State

Certificate  
Number  
NR12345997

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# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

RIVERCHASE CLINICAL RESEARCH, 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 RIVERCHASE CLINICAL RESEARCH, 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 RIVERCHASE CLINICAL RESEARCH, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of OCTOBER, 19 89.

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

89 OCT -3 PM 12:42

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

*Thomas A. Shandling, Jr.*  
Judge of Probate

Rec 35.00  
Jud 3.00  
38.00

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