

214

AMENDMENT TO ARTICLES OF ASSOCIATION
OF
COURTNEY H. MASON, JR., P.A.
AND
ARTICLES OF INCORPORATION
OF
MASON & FITZPATRICK, P.C.

The undersigned shareholder being the sole shareholder of Courtney H. Mason, Jr., P.A., a Professional Association organized pursuant to Ala. Code § § 10-10-1, et seq. hereby consents to the following terms of amendment made in accord with Ala. Code, § 10-4-403(b) and the undersigned incorporators adopt these Articles of Incorporation:

1. Upon the filing of this amendment the above-referenced professional association which was formed pursuant to Articles recorded at Book 24 page 573 in the Office of the Judge of Probate of Shelby County, Alabama, shall be named Mason & Fitzpatrick, P.C., a professional corporation organized and established in accordance with the provisions of the Revised Alabama Professional Corporation Act, Ala. Code § § 10-4-380, et seq.

2. The duration of the corporation shall be perpetual.

3. The purposes for which the professional corporation are organized shall continue to be:

- a) To engage in the professional practice of law and to perform such other acts as may be permitted under the Revised Alabama Professional Corporation Act.
- b) To own all kinds of personal and real property necessary or appropriate for the rendering of professional services.

Courtney H. Mason

c) To transact any and all lawful business for which professional corporations may be incorporated under the Revised Alabama Professional Corporation Act.

4. Provisions for the regulation of the internal affairs of the professional corporation are:

a) No shareholder of the professional corporation shall have preemptive rights to purchase any shares of any issuance of the professional corporation.

b) The professional corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares to qualified persons, to the extent of its unreserved and unrestricted capital surplus available therefor.

c) The Bylaws of the professional corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors; provided, however, that the Board of Directors may not alter, amend, or repeal any bylaw establishing what constitutes a quorum at shareholders' meetings.

d) Directors of the professional corporation need not be shareholders of the professional corporation and need not be residents of the State of Alabama.

e) The Board of Directors may from time to time distribute to the shareholders out of the capital surplus of the professional corporation a portion of the

professional corporation's assets, in cash or property, in the manner prescribed by and subject to the limitations imposed by law.

5. The principal address of the professional corporation is 100 Concourse Parkway, Suite 350, Birmingham, Alabama 35244 and the registered agent at such address is Courtney H. Mason, Jr.

6. The number of directors constituting the initial Board of Directors of the Professional Corporation is three. The names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and shall qualify are:

Courtney H. Mason, Jr.	3192 Bradford Place Birmingham, AL 35242
Carolyn B. Mason	3192 Bradford Place Birmingham, AL 35242
Raymond P. Fitzpatrick, Jr.	5377 Meadow Brook Rd. Birmingham, AL 35242

7. The total amount of the authorized stock of the professional corporation shall remain 10,000 shares of common stock with a par value of \$1.00 each. All of the authorized capital stock is common stock of the same class. Stock of the professional corporation must be issued and transferred as provided under the Revised Alabama Professional Corporation Act. Shares are not to be divided into classes.

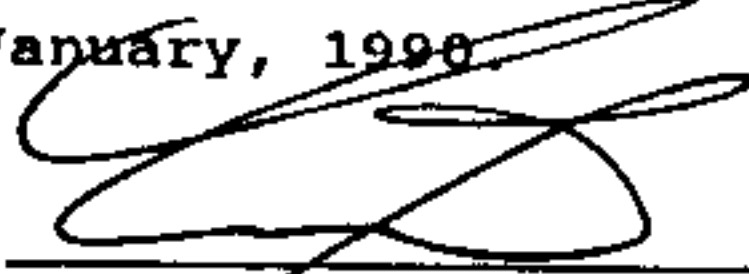
8. Any other provisions of the Articles of Professional Association which are not inconsistent with the changes made herein to a professional corporation are hereby reaffirmed.

9. The names and addresses of the incorporators are:

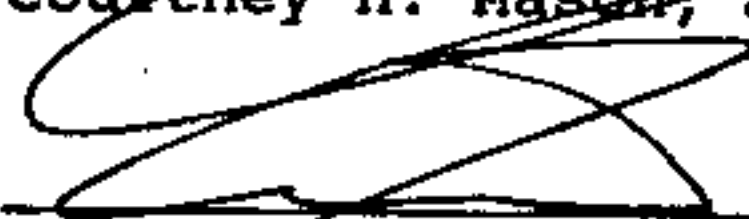
Courtney H. Mason, Jr. 3192 Bradford Place
Birmingham, AL 35242

Raymond P. Fitzpatrick, Jr. 5377 Meadow Brook Road
Birmingham, AL 35242

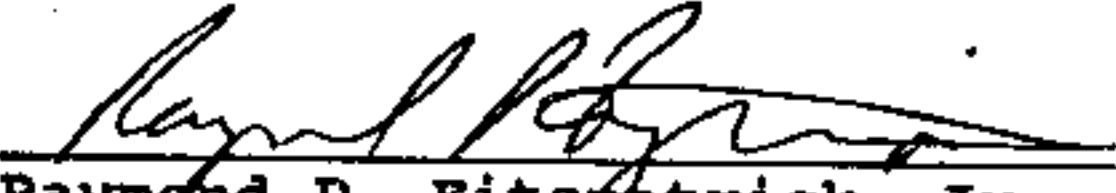
This amendment is made with the unanimous consent of Courtney H. Mason, Jr., the sole shareholder of the stock of Courtney H. Mason, Jr., P.A. Courtney H. Mason, Jr. and Raymond P. Fitzpatrick, Jr. are licensed to practice law by the State of Alabama. The undersigned hereby adopt and sign this amendment and articles this the 2nd day of January, 1990.



Courtney H. Mason, Jr.
Sole Shareholder of
Courtney H. Mason, Jr., P.A.



Courtney H. Mason, Jr.
Incorporator of
Mason & Fitzpatrick, P.C.



Raymond P. Fitzpatrick, Jr.
Incorporator of
Mason & Fitzpatrick, P.C.



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Mason & Fitzpatrick, 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 "Mason & Fitzpatrick, P.C." is reserved as available.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Kyle Johnson, 57 Adams Ave, Montgomery, AL 36104 for a period of one hundred twenty days beginning December 27, 1989 and expiring April 27, 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 December 27, 1989.

Perry A. Hand
Secretary of State

BOOK 040 PAGE 631

State of Alabama

SHELBY

County

CERTIFICATE OF AMENDMENT

OF

MASON & FITZPATRICK, P.C.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of MASON & FITZPATRICK, P.C., 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 AMENDMENT of MASON & FITZPATRICK, P.C., and attaches hereto a duplicate original of the Articles of AMENDMENT

GIVEN Under My Hand and Official Seal on this the 3rd day of

JANUARY, 1990

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

90 JAN -3 PM 4:11

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Recd 10.00
Jud 3.00
13.00

