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This instrument was prepared by:

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Suite 710
#1 Independence Plaza
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STATE OF ALABAMA)
)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
GONZALEZ & CARR, P.C.

KNOW ALL MEN BY THESE PRESENTS, that DENNIS D. CARR,
D.M.D., M.D., and LUIS A. GONZALEZ, D.M.D., M.D., the undersigned
persons, duly licensed to practice medicine under the laws of the
State of Alabama, do hereby associate ourselves together for the
purpose of forming a Professional Corporation under the laws of the
State of Alabama, and do declare:

ARTICLE ONE

NAME

The name of the Corporation shall be GONZALEZ & CARR,
P.C.

ARTICLE TWO

OBJECTS AND PURPOSES

The objects for which this Corporation is formed are:

1. Purpose. To engage in the practice of medicine and surgery, specializing in maxillofacial surgery in accordance with the canons of professional ethics and in accordance with all rules

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of practice and other regulations adopted by any medical association of which the shareholders are or may become members.

2. Investments. 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. Patent rights. 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. Enter into contracts. 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. Borrow and lend money. 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. Donations. To make donations for the public welfare or for charitable, scientific or educational purposes.

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

8. Enter into negotiable instruments. 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. Issue obligations. 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. Statutory powers. To have and to exercise all powers conferred by the laws of the State of Alabama upon professional corporations including, specifically but not

exclusively, Act 514, Laws 1983 of the Alabama Legislature, approved July 18, 1983, and effective January 1, 1984, as codified in the Revised Alabama Professional Act.

11. Ancillary purposes. 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 101 Heatherbrook Park Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is DENNIS D. CARR, D.M.D., M.D.

ARTICLE FOUR

CAPITAL STOCK

1. Authorized stock. The amount of the total authorized capital stock of this Corporation shall be One Thousand and No/100 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. Issued stock. The amount of the total authorized capital stock with which this Corporation shall begin business shall be One Thousand and No/100 Dollars (\$1,000.00), divided into One Thousand shares of common stock of the par value of One Dollar (\$1.00) per share, all of said stock being issued as shown on the subscription list hereto attached and marked Exhibit A and being paid for by cash or the transfer to the Corporation of property having a fair market value equal to or in excess of the total par value of said stock.

3. Method of voting. 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 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.

4. Shareholder must be qualified professional. 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 licensed to engage in the practice of in the State of Alabama; provided, however, that the legal representatives of the estate of any shareholder who was duly licensed to practice in the State of Alabama may continue to hold stock 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 circum-

stances 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 medical services by the Corporation. Except as herein otherwise provided, the shares of stock of the Corporation may be sold, assigned and transferred without limitation.

5. Preemptive rights. Every shareholder of any shares of this Corporation shall be entitled to preemptive rights in accordance with the provisions of Section 10-2A-44 of the Alabama Business Corporation Act.

6. Dealing in its own shares. The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, may be made only to the extent of its earned surplus. Notwithstanding the foregoing limitation, 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. Nonbinding shareholder acts. 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. Relationship of professional. Nothing herein contained shall modify any law applicable to the relationship between one or more of the individuals employed by the Corporation to furnish medical services hereunder to patients of the Corporation and any such patient receiving such services. This shall include but not be limited to liability for tort arising out of such medical services, and shall also include the confidential relationship between any individual employed by the Corporation who shall render such medical service and the person receiving the same.

ARTICLE FIVE

CREATION OF CORPORATION

The names and addresses of the persons creating the Corporation and the number of shares of stock of the Corporation owned by DENNIS D. CARR, D.M.D., M.D., and LUIS A. GONZALEZ, D.M.D., M.D., which constitute all of the issued and outstanding shares of stock of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
DENNIS D. CARR, D.M.D., M.D.	1101 Martinwood Lane Birmingham, Alabama 35235	500
LUIS A. GONZALEZ, D.M.D., M.D.	1101 Martinwood Lane Birmingham, Alabama 35235	500

ARTICLE SIX

BOARD OF DIRECTORS AND OFFICERS

1. Management. 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 seven (7) directors. The first Board of Directors shall consist of two (1) directors. The number may be increased or decreased as provided in the By-Laws of the Corporation. At least one director of the Corporation shall be licensed to engage in the practice of medicine in the State of Alabama.

2. Vacancies. 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. Authority of directors. 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 Act 514, Laws 1983 of the Alabama Legislature approved July 18, 1983, and effective January 1, 1984, as codified in the Revised Alabama Professional Corporation Act, except as may be herein otherwise specifically provided.

4. Names and addresses. 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>
DENNIS D. CARR, D.M.D., M.D.	1101 Martinwood Lane Birmingham, Alabama 35235
LUIS A. GONZALEZ, D.M.D., M.D.	1101 Martinwood Lane Birmingham, Alabama 35235

5. Shareholder not required to be director. Members of the Board of Directors need not be shareholders of the Corporation.

6. Offices. The officers of the Corporation shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time determine. Any one person may serve in more than one office, provided that the President and the Secretary of the Corporation shall not be the same person. The President of the Corporation must be a person licensed to engage in the practice of in the State of Alabama.

7. Officers. 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>
LUIS A. GONZALEZ, D.M.D., M.D.	President
DENNIS D. CARR, D.M.D., M.D.	Secretary/Treasurer

8. Officers not required to be director. 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. Professional decisions made by professional. Anything herein to the contrary notwithstanding, no officer or member of the Board of Directors who is not duly licensed to practice shall participate in any decisions of the Corporation in connection with the practice of by the Corporation.

10. Subscription agent. The name and address of the officer and agent designated to receive subscriptions to the capital stock of this Corporation is DENNIS D. CARR, D.M.D., M.D., 1101 Martinwood Lane, Birmingham, Alabama 35235.

ARTICLE SEVEN

DURATION

1. Duration. 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 stock of the Corporation (excluding all unissued shares or shares reacquired by the Corporation) at a special meeting of the shareholders called for that purpose.

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2. Corporation as separate entity. 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 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.

3. No goodwill. 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 stock 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. Declaration. 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. Payment in shares. Dividends may be declared and paid in the shares of the Corporation from:

- (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.

ARTICLE NINE

POWERS

1. Transfer or pledge of assets. 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. Assets transferred not in regular course of business. 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 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.

3. Action by directors without meeting. Any action required to be taken at a meeting of the Board of Directors or of any committee thereof, or any action which may be taken at a meeting of the Board of Directors or any committee thereof, may be taken without a meeting if a consent in writing setting forth the action to be taken, or so taken, shall be signed by all of the Directors or all of the members of the committee, as the case may be. Such written consent shall have the same effect as a unanimous vote.

4. By-Laws may confer powers. 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. Adopting and amending By-Laws. 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-Law establishing the number of directors, the time or place of shareholders' meetings, or what constitutes a quorum of such shareholders' meeting.

2. Action by shareholders without meeting. Any action required to be taken at a meeting of the shareholders, or any action that may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing setting forth the action to be taken, or so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the shareholders.

3. Waiver of notice. 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.

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 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 , 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 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 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 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 the 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 by a vote of two-thirds of the issued and outstanding shares of the Corporation (excluding treasury shares), and all rights conferred on shareholders herein are granted subject to this reservation.

ARTICLE FOURTEEN

COMPLIANCE WITH LAW

1. Operation pursuant to law. 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. Governing law. 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 have hereunto set
his hand and seal on this the 13th day of April, 1990.



Dennis D. Carr, D.M.D., M.D.



Luis A. Gonzalez, D.M.D., M.D.

EXHIBIT A
TO
ARTICLES OF INCORPORATION

All of the shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount</u>	<u>Address</u>
DENNIS D. CARR, D.M.D., M.D.	500	\$500	1101 Martinwood Lane Birmingham, Alabama 35235
LUIS A. GONZALEZ, D.M.D., M.D.	500	\$500	1101 Martinwood Lane Birmingham, Alabama 35235

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STATE OF ALABAMA)
)
SHELBY COUNTY)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared DENNIS D. CARR, D.M.D., M.D., who, being by me first duly sworn, deposes and says that he is the agent of GONZALEZ & CARR, P.C., designated by the persons creating this Corporation to receive subscriptions to the capital stock of said Corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said Corporation, together with the number of shares subscribed for by each, and the amount paid therefor, and that all of said subscriptions have been paid for in cash.



Dennis D. Carr, D.M.D., M.D.

Sworn to and subscribed before
me on this the 13th day of
April, 1990.


Notary Public

My Commission expires: 1/4/94

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Gonzalez & Carr, 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 "Gonzalez & Carr, 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 Richard Duke, One Independence Plaza, Birmingham, AL 35209 for a period of one hundred twenty days beginning January 11, 1990 and expiring May 12, 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 January 11, 1990.

Perry A. Hand
Secretary of State

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State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Gonzalez & Carr, 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 Gonzalez & Carr, 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 Gonzalez & Carr, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 18th day of April, 19 90.

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

90 APR 18 PM 2:40

JUDGE OF PROBATE

Thomas A. Snowling Jr.

Judge of Probate

1. Dead Tax	\$	0.00
2. Mfg. Tax	\$	0.00
3. Recording Fee	\$	35.00
4. Indexing Fee	\$	0.00
5. Notary Fee	\$	0.00
6. Certified Fee	\$	3.00
Total	\$	38.00