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STATE OF ALABAMA

SHELBY COUNTY

**ARTICLES OF INCORPORATION
OF
INVERNESS FAMILY DENTISTRY, P.C.**

KNOW ALL MEN BY THESE PRESENTS,

That we, Charles Douglas Martin and John Timothy Haywood, the undersigned incorporators, for the purpose of forming a professional corporation pursuant to the provisions of Title 10, Chapter 4, Article 19, Code of Alabama (1975), as amended ("Revised Alabama Professional Corporation Act"), do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the business hereinafter specified.

ARTICLE I

NAME OF CORPORATION: The name of the corporation shall be Inverness Family Dentistry, P.C.

ARTICLE II

PURPOSES: The nature of the business for which the corporation is formed shall be as follows:

(1) To render the professional service of the practice of dental medicine and such other activities as may be permitted to be engaged in by a dental practice by the Revised Alabama Professional Corporation Act. The corporation shall engage in no other business, except as permitted by the Revised Alabama Professional Corporation Act.

(2) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

BOND & BOTES, P.C.
ATTORNEYS AT LAW

4518 VALLEYDALE ROAD, SUITE 201
CHARLESTON GATE OFFICE PARK
BIRMINGHAM, ALABAMA 35242

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(3) To guarantee, act as surety for, endorse, and act as accommodation maker for any debts of the shareholders of the corporation, subsidiaries of the corporation (regardless of the percentage of ownership held by such shareholder), and any other persons, regardless of the presence or adequacy of the consideration to be received by the corporation for so doing or the presence or adequacy of any direct or indirect benefit to the corporation, upon a vote of a majority of the board of directors of the corporation. "Debts" includes liquidated and unliquidated amounts, amounts arising ex contractu and ex delicto, and amounts fixed or contingent, and matured or unmatured, whether new, pre-existing, renewed or extended, regardless of the terms thereof.

(4) To transact all lawful business for which corporations may be incorporated under the Revised Alabama Professional Corporation Act, including the power to invest in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real and personal property necessary or appropriate of rendering the aforesaid professional services.

ARTICLE III

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the corporation shall be 4518 Valleydale Road, Suite 201, Birmingham, Alabama 35242, and the initial registered agent at such address shall be Bradford W. Botes.

ARTICLE IV

DURATION: The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

ARTICLE V

CAPITAL STOCK: The total authorized capital stock of the corporation shall be \$100.00, to be divided into 100 shares. The shares shall all have the par value of \$1.00 per share and be voting common shares.

ARTICLE VI

(1) INCORPORATORS: The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles Douglas Martin	3905 Forest Avenue, Birmingham, Alabama 35213
John Timothy Haywood	1024 Spring Avenue, Birmingham, Alabama 35242

(2) **DIRECTORS:** The initial board of directors shall consist of two (2) directors, and such number thereafter as may be fixed by the bylaws. The names and addresses of the persons who are to serve as directors until the first meeting of the voting shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles Douglas Martin	3905 Forest Avenue, Birmingham, Alabama 35213
John Timothy Haywood	1024 Spring Avenue, Birmingham, Alabama 35242

ARTICLE VII

(1) **VOTING:** At any meeting of the voting shareholders of the corporation, each voting shareholder of record shall be entitled to one vote for each Voting Common share standing in his name. Voting Common shares may be voted by the shareholders either in person or by proxy.

(2) **NO PREEMPTIVE RIGHTS:** No shareholder shall have any preemptive right to purchase additional or treasury shares of the corporation under section 10-2A-44 of the Revised Alabama Professional Corporation Act.

(3) **MANAGEMENT:** The business and affairs of the corporation shall be managed and conducted in accordance with the bylaws of the corporation. No officer or director who is not duly licensed to practice dental medicine in the State of Alabama shall participate in any decision constituting the practice of such profession.

(4) **SHARES NONASSESSABLE:** The shares of the corporation, when fully paid for in accordance with the subscription therefore, shall be deemed fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

(5) **LIEN ON SHARES:** The corporation shall have a lien on the shares of the shareholder for any debt or liability owed to it by him before a notice of transfer or levy on such shares is received by the corporation. The corporation shall have the rights with respect to the lien conferred by the laws of the State of Alabama.

(6) **AMENDMENTS:** The corporation reserves the right to amend or repeal any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the corporation are granted subject to this reservation.

ARTICLE VIII

(1) **SHAREHOLDERS:** The shares of the corporation shall be issued, owned, and registered only in the names of individuals who are duly authorized and licensed to practice dental medicine in the State of Alabama. Any issuance or transfer of the shares of the corporation in violation of this provision shall be null and void.

(2) **TRANSFERS:** No shares may be transferred to an individual or a partnership upon the books of the corporation or issued by the corporation until there is presented to and filed with the corporation's secretary a certificate by the State Board of Dental Examiners or other similar evidence stating that the individual to whom the transfer is to be made or the shares issued holds a license to practice dental medicine in the State of Alabama.

(3) **DEATH OR DISQUALIFICATION:** Unless otherwise provided by private agreement, the provisions of Section 10-4-389 of the Revised Alabama Professional Corporation Act shall apply to the corporation upon the death or disqualification of a shareholder, or if shares shall be transferred to a disqualified person.

(4) **REDEMPTION PRICE:** If the provisions of Section 10-4-389 shall apply, the price for such shares shall be their book value as of the end of the month immediately preceding the death or disqualification of the shareholder, or the transfer of the shares. Book value shall be determined from the books and records of the corporation on the accrual method of accounting in accordance with generally accepted principles of accounting.

(5) **CHANGE BY AGREEMENTS:** The foregoing provisions for redemption of the shares of a shareholder upon death or disqualification of such shareholder, or upon transfer of shares to a disqualified person, may be changed or altered by the bylaws of the corporation or by valid agreements of the shareholders and the corporation.

IN WITNESS WHEREOF, we, the said incorporators, have hereunto set our hands and seals on
this 7th day of August, 1990.

Charles Douglas Martin
Charles Douglas Martin

John Timothy Haywood
John Timothy Haywood

Prepared by:
Bond & Botes, P.C.
4518 Valleydale Road
Suite 201
Birmingham, Alabama 35242
205-995-8588

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Inverness Family Dentistry, 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 "Inverness Family Dentistry, 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 Bradford Botes, 4518 Valleydale Rd, Birmingham, AL 35242 for a period of one hundred twenty days beginning July 24, 1990 and expiring November 22, 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 July 24, 1990.

Perry A. Hand
Perry A. Hand
Secretary of State

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State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Inverness Family Dentistry, 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 Inverness Family Dentistry, 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 Inverness Family Dentistry, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of August, 19 90.

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

90 AUG 10 PM 12:53

JUDGE OF PROBATE

Thomas A. Snowden Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00