

1285

ARTICLES OF INCORPORATION

OF

T.W. TUCKER II, M.D. P.C.

A PROFESSIONAL CORPORATION

The undersigned, all of whom are duly licensed to practice medicine in the State of Alabama and other states, desiring to form a professional corporation in accordance with the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act, adopt the following Articles of Incorporation;

I. NAME

The name of the Corporation is T.W. Tucker II, M.D. P.C.

II. REGISTERED OFFICE

The location and address of the Corporation's initial registered office in this State is 31 Inverness Center Parkway, Suite 360, Birmingham, Alabama 35242, Shelby County. The initial registered agent at the registered office is Mark D. McKnight.

III. PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of medicine both within the State of Alabama and other places as needed, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a

MARK D. MCKNIGHT, P. C.

ATTORNEY AT LAW

31 INVERNESS CENTER PARKWAY

SUITE 360
BIRMINGHAM, ALABAMA 35242

shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity to the extent permitted by the Revised Alabama Professional Corporation Act.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on professional corporations by the laws of the State of Alabama.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business, and at all times to comply with the provisions of the Revised Alabama Professional Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

IV. DURATION

The term of existence of the corporation is perpetual.

V. PROFESSIONAL SERVICES

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The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Alabama and other states. Professional services shall be rendered in each case by the officer employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with law or the professional rules relating to and governing the practice of medicine.

VI. INCORPORATORS

The name and address of the incorporator is:

NAME

Thomas Walter Tucker, II M.D.

ADDRESS

1901 14th Avenue South
Birmingham, Alabama 35201

VII. DIRECTORS

The Board of Directors shall consist of one member. The name and address of the Board of Director is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Walter Tucker, II M.D.	1901 14th Avenue South Birmingham, Alabama 35201

VIII. SHARE STRUCTURE

Number and Type

8.1. The maximum number of shares that the Corporation is authorized to have outstanding is five thousand (5,000) shares. All shares shall be common shares without par value.

Restrictions on Issuance and Transfer

8.2. No share of stock of this Corporation shall be issued or transferred to any person who is not a physician or other licensed health care professional duly licensed to practice law in the State of Alabama or any other state.

Authority of Board of Directors

8.3. Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

8.4. The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the

purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholders' Actions

8.5. To the extent permissible under the laws of the State of Alabama, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Alabama to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is One Thousand and No/100 Dollars (\$1,000.00).

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer of any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested

in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, was not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

Right to Indemnification

12.1. The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee;

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who

is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

12.2. Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within thirty days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 12.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 26th day of APRIL, 1991.


Thomas Walter Tucker II, M.D.

STATE OF ALABAMA }

COUNTY OF SHELBY }

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Thomas Walter Tucker II, M.D. is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that being informed of the contents of the instrument he executed the same voluntarily.

Given under my hand and official seal, this the 26 day of April, 1991.

Susan D. Bayers
Notary Public

MY COMMISSION EXPIRES: 2-14-95

This instrument was prepared by Mark D. McKnight whose address is 31 Inverness Center Parkway, Suite 360, Birmingham, Alabama 35242.

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JUN 20 1991

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

T. W. Tucker, II, M.D., P.C.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Mark D. McKnight, 31 Inverness Center Pkwy, Birmingham, AL 35242 for a period of one hundred twenty days beginning June 20, 1991 and expiring October 19, 1991.



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.

June 20, 1991

Date

A handwritten signature in cursive script, appearing to read 'Billy Joe Camp'.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

T.W.TUCKER II, M.D.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 T.W.TUCKER II, M.D. 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 T.W.TUCKER II, M.D.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 OCTOBER, 19 91

STATE OF ALA. SHELBY CO.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

1991 OCT 18 PM 1:35

Rec 35.00
Jud 3.00
38.00