

ARTICLES OF INCORPORATION
OF
DR. CHARLES STEVEN DAUGHTRY, P.C.

The undersigned, who is duly licensed to practice dentistry in the State of Alabama, for the purpose of forming a professional corporation under the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act hereby adopts the following Articles of Incorporation:

1. NAME: The name of the corporation is:

DR. CHARLES STEVEN DAUGHTRY, P.C.

2. DURATION: The term of existence of the corporation is perpetual.

3. PURPOSE: The purposes for which this is corporation is organized are:

(a) To engage in and carry on all branches of the practice of dentistry, and to do those things that are necessary or proper in connection with that practice, and other related business.

(b) 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.

(c) 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.

(d) 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.

(e) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, or corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(f) 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 powers conferred on corporations by the laws of the State of Alabama.

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

(h) 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 or otherwise, 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.

4. AUTHORIZED CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is 1,000 shares of common stock, par value of \$1.00 per share.

5. REGISTERED OFFICE: The location and mailing address of the initial registered office of the corporation is Suite 101, 4515 Southlake Parkway, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is Dr. Charles Steven Daughtry.

6. DIRECTORS: The number of directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of the Shareholder or until his successors are elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Dr. Charles Steven Daughtry	4515 Southlake Pkwy., Suite 101 Birmingham, AL 35244

Any action required or permitted to be taken at any meeting of the Board of Directors or of the Shareholder 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 Directors is involved); or by all of the Shareholders entitled to vote thereon (if action by 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.

7. INCORPORATORS: The name and address of the incorporator and the number of shares subscribed for by the incorporator is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Dr. Charles Steven Daughtry	4515 Southlake Pkwy. Suite 101 Birmingham, AL 35244	1,000

8. PREEMPTIVE RIGHTS: No Shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

9. RIGHT OF CORPORATION TO ACQUIRE AND DISPOSE OF ITS OWN SHARES: 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. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefore.

IN WITNESS WHEREOF, the undersigned, acting as incorporator of the corporation name herein in accordance with the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act, executes these Articles of Incorporation on this the 17th day of September, 1992.

INCORPORATOR:

Dr. Charles Steven Daughtry
DR. CHARLES STEVEN DAUGHTRY

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:

Dr. Charles Steven Daughtry, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joseph Fawal, 1330 21st Way S., Birmingham, AL 35205 for a period of one hundred twenty days beginning July 31, 1992 and expiring November 29, 1992.



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.

July 31, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

DR. CHARLES STEVEN DAUGHTRY, 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 DR. CHARLES STEVEN DAUGHTRY, 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 DR. CHARLES STEVEN DAUGHTRY, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23 day of SEPTEMBER, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-21001

09/23/1992-21001
10:37 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 KJS 88.00

