

This instrument was prepared by :

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STATE OF ALABAMA )  
SHELBY COUNTY )

ARTICLES OF INCORPORATION

OF

ALABAMA FAMILY MEDICINE, P.C.

Inst # 1992-21687

09/30/1992-21687  
10:03 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
D11 MJS 88.00

TO THE JUDGE OF PROBATE OF SHELBY COUNTY :

The undersigned, being over the age of nineteen (19) years, being a duly licensed physician qualified to practice medicine pursuant to the laws of the State of Alabama, and desiring to form a professional corporation which will not be terminated by death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement or expulsion of any one or more of its shareholders, or the happening of any other event that under the laws of this state would work a dissolution of a partnership, and which will have the advantages of continuity of life, transferability of interests, limited liability, centralized management, and management control common to a corporate form of organization, does hereby form this professional corporation under Title 10, Chapter 4, Article 19, Code of Alabama, 1975, the Revised Alabama Professional Corporation Act, and adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the professional corporation is Alabama Family Medicine, P.C.

## ARTICLE II

### NATURE OF BUSINESS, PURPOSES AND OBJECTS

The general nature of the business to be transacted by this professional corporation is :

(a) To engage in the practice of medicine, including without limitation general practice, family practice, internal medicine; to x-ray; and to prescribe for any disease, pain, injury, deformity, or physical condition affecting a human person.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real or personal property necessary or appropriate for the rendering of the professional services authorized by this Article.

(c) To do all and every thing necessary and proper for the accomplishment of any of the purposes or the attaining of any objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and in general, either alone or in association with other associations, corporations, firms or individuals, to carry on any lawful pursuit of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objects of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes or objects shall not be held to limit or restrict in any manner the purposes or the objects of this corporation otherwise permitted by the laws of this state.

## ARTICLE III

### PRINCIPAL OFFICE

The principal office for the transaction of the business of this professional corporation shall be in the City of Alabaster, County of Shelby, State of Alabama, and such business may be carried on in such city and elsewhere within the state in the discretion of the Board of Directors. The post office address of the present principal office is 615 1st Street North, P.O. Box 628, Alabaster, Alabama 35007.

## ARTICLE IV

### INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered

office of this corporation is 615 1st Street North, Alabaster, Alabama, 35007 and the name of its initial registered agent at such address is Bryan A. McClelland.

#### ARTICLE V

##### INCORPORATORS

The name and post office address of each incorporator forming this professional corporation are as follows :

<u>NAME</u>	<u>ADDRESS</u>
Bryan A. McClelland	615 1st Street North P.O. Box 628 Alabaster, Alabama 35007

#### ARTICLE VI

##### CAPITAL STOCK AND AGENT TO RECEIVE SUBSCRIPTIONS

Section 1. This professional corporation shall be a capital stock-type corporation and shall issue shares of stock to its shareholders in the manner prescribed by these Articles of Incorporation. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be 1000 shares of stock at a par value of \$ 1.00 per share, all of which shall be common stock of the same class.

Section 2. This professional corporation shall begin business with at least 1000 shares of its common stock of the aggregate par value of \$ 1000.00 fully paid for as shown by the subscription list attached hereto as Exhibit "A" and made a part hereof.

Section 3. All common stock issued shall be fully paid and non-assessable. Each share of such stock shall be entitled to one vote. The shareholders shall have no preemptive rights with respect to the stock of this professional corporation and this corporation issue and sell its common stock from time to time without offering such shares to the shareholders then holding its common stock. Stock of this corporation shall be issued only to a medical doctor duly licensed in the State of Alabama.

#### ARTICLE VII

##### SUBSCRIBERS FOR STOCK, MEMBERS OF BOARD OF DIRECTORS AND OFFICERS

Section 1. The name and post office address of the subscribers for stock of this professional corporation and the number of share of common stock subscribed for by said persons are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Bryan A. McClelland	615 1st Street North P.O. Box 628 Alabaster, AL 35007	1,000

Section 2. The names and post office addresses of the initial Board of Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bryan A. McClelland	615 1st Street North P.O. Box 628 Alabaster, AL 35007

Section 3. The names, post office addresses of the initial officers of the corporation and the office to which they have been elected are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Bryan A. McClelland	615 1st Street North P.O. Box 628 Alabaster, AL 35007	President/ Secretary

Section 4. No officer or member of the Board of Directors who is not duly licensed to render professional services of a medical doctor in the State of Alabama shall participate in any decisions of the corporation in connection with the rendering of such professional services by the corporation.

#### ARTICLE VIII

##### CONTINUITY AND DURATION

Section 1. This professional corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation or expulsion of any one or more of the shareholders or by any vacancy on the Board of Directors or by any changes in the staff of the corporation or by the happening of any other event which under the laws of this state would work a dissolution of a partnership.

Section 2. The duration of this professional corporation shall be perpetual; provided, however, that the corporation may be dissolved and terminated at any time upon the affirmative vote of the holders of two thirds of the outstanding shares of the corporation at any regular meeting or at a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of this corporation, shall apply the corporation's assets, first, to the payment of debts of this corporation, and, second, pro rata to the shareholders of this corporation.

## ARTICLE IX

### RIGHTS RELEASED AND RETAINED

Section 1. Shareholders of this professional corporation may also be employees of this corporation and subject to its management and control in the same manner as the other employees professional or other wise, notwithstanding their ownership of a stock interest in this corporation. All professional employees of the corporation and those persons who may hereafter become professional employees agree to forego all claims for fees charged and collected for professional services rendered or to be rendered by them on behalf of the corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of this corporation.

Section 2. The corporation shall have the sole and exclusive right to designate the person or persons to perform all medical services rendered by the corporation.

## ARTICLE X

### RESTRAINTS ON ALIENATION OF SHARES AND CONDITIONS OF OWNERSHIP

Section 1. The shareholders of this professional corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer or other disposition (whether by operation of law or otherwise) of any outstanding shares of this corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

Section 2. No shareholder may sell, assign, transfer or otherwise dispose of (whether by operation of law or otherwise) his stock in this corporation to another individual without having first complied with the regulatory and restrictive provisions referred to in Section 1 of this Article and set forth in the bylaws of this corporation, and such purchasers must be duly licensed to render professional services of a licensed physician in this state.

Section 3. If any shareholder becomes legally disqualified to render professional services of a general surgeon in this state, or if any shareholder accepts employment or is elected to a public office that imposes a legal restriction or limitation upon his rendering such professional service, such shareholder shall sever all employment with or financial interest in this professional corporation forthwith; and the disposition of such shareholders's financial interest in this corporation in such event shall be made

in accordance with the regulatory and restrictive provisions referred to in Section 2 of this Article and as set forth in the bylaws of this corporation.

## ARTICLE XI

### ADDITIONAL POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Alabama, and of the purposes and objects stated in Article II, this professional corporation shall have all and singular the following powers:

(a) This corporation shall have the power to enter into any general or limited partnership or joint venture with any individual, firm, association or corporation for the purpose of carrying on any business which this corporation has the direct or incidental authority to pursue.

(b) This corporation shall have the power to purchase and acquire any or all of its stock owned and held by any shareholder who should desire to sell, assign, pledge, transfer or otherwise dispose of (whether by operation of law or otherwise) his stock in accordance with the bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase.

(c) This corporation shall have the power to purchase and acquire the stock owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase.

(d) This corporation shall have the power to enter into, for the benefit of its employees, professional or otherwise, any one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a sick pay plan; (4) a thrift and savings plan; (5) a medical expense plan; or (6) other fringe benefit or incentive compensation plans.

## ARTICLE XII

### BY LAWS, GENERAL MANAGEMENT AND CONTROL OF THE BUSINESS, ACTION BY DIRECTORS WITHOUT A MEETING AND MANNER OF VOTING BY SHAREHOLDERS

Section 1. The dates on which the shareholders' annual meeting shall be held, the number of members of the Board of Directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of this professional corporation. The shareholders shall have power to make bylaws for the regulation and government of the corporation, its Board of Directors, officers, employees,

agents servants and for all other purposes not in conflict with the laws of the State of Alabama and to further amend or alter such bylaws at anytime upon the affirmative vote of the holders of two thirds of the outstanding shares of the corporation at any regular meeting or at a special meeting of the shareholders called for that purpose.

Section 2. The shareholders of this professional corporation shall establish a price at which the corporation may purchase the stock of a deceased, disabled, retired or disqualified shareholder or shareholder whose employment by this corporation has been terminated. The purchase price so established shall be in lieu of the purchase price fixed by Title 10, Chapter 4, Code of Alabama, 1975.

Section 3. Subject to such restrictions, if any, as may be set forth in the bylaws, the Board of Directors shall have general management and control of the business and may exercise all of the powers of this corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the bylaws as constituted from time to time, expressly conferred upon or reserved to the shareholders.

Section 4. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 5. Any action required by law to be taken at a meeting of the shareholders of this corporation, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action 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 force and effect as a unanimous vote of shareholders and may be stated as such in any writing or documents required to be filed.

Section 6. The Board of Directors may from time to time declare dividends upon the common stock of the corporation from the earned surplus arising from the business of this corporation and from the current year's earnings of the corporation determined in accordance with normal accounting principles.

Section 7. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the stockholders. 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 rendering of professional serviced of a general or family practitioner in the State of Alabama. Cumulative voting shall not be allowed.

ARTICLE XIII

INTEREST OF MEMBERS OF BOARD OF DIRECTORS IN CONTRACTS

No contract or other transaction between this professional corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of this corporation are interested in or members, shareholders, governors, directors or officers of such firm, association or corporation; and no contract, act or transaction of this corporation with any individual, firm, association or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of this corporation are parties to or interested in such contract, act or transaction or are in any way connected with such individual firm, association or corporation. Each and every individual who may become a member of the Board of Directors of this corporation is hereby relieved from liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XIV

AMENDMENTS, SEVERANCE AND CAPTIONS

Section 1. This professional corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation at any time upon the affirmative vote of the holders of two-thirds of the outstanding shares of the corporation at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein are granted subject to this reservation.

Section 2. If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the undersigned does hereby declare that the remainder of these Articles of Incorporation have been signed and executed without such void or illegal provision.

Section 3. The captions contained in these Articles of Incorporation are for convenience and reference and in no way define, describe, extend or limit the scope of intent of these Articles or the intent of any provision contained herein.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her name to these Articles of Incorporation on this the 15 day of September, 1992.

  
BRYAN A. McCLELLAND (seal)

EXHIBIT "A"

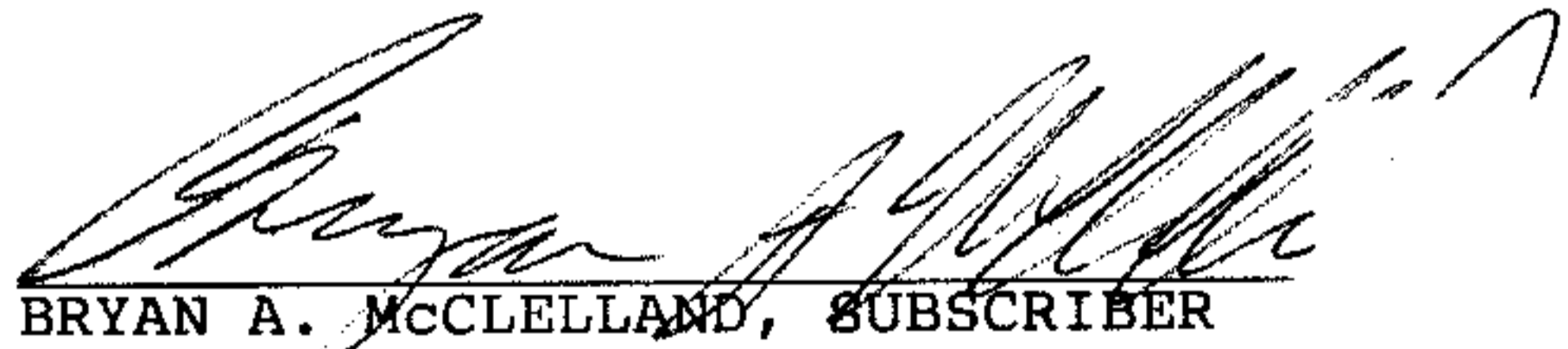
SUBSCRIPTION LIST TO CAPITAL STOCK OF

ALABAMA FAMILY MEDICINE, P.C.

A PROPOSED PROFESSIONAL CORPORATION

I, the undersigned, an individual engaged in the rendering of professional services of a family practitioner in Shelby County, Alabama, do hereby subscribe for the number of shares of common stock, in such amount and for such price as is set opposite my name, said stock, of the par value of \$ 1.00 per share, to be issued, upon its formation by Alabama Family Medicine, P.C., a proposed professional corporation. It is further understood and agreed by the undersigned that such stock will be paid for by the undersigned upon the formation of said professional corporation.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>HOW PAYABLE</u>
Bryan A. McClelland	1,000	Cash and/or personal property of equal value

  
BRYAN A. McCLELLAND, SUBSCRIBER

# 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:

**Alabama Family Medicine, P.C.**

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Jim Henderson, 505 N. 20th Street, Birmingham, AL 35203 for a period of one hundred twenty days beginning August 13, 1992 and expiring December 12, 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.

August 13, 1992

Date



**Billy Joe Camp**

**Secretary of State**



# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF ALABAMA FAMILY MEDICINE, 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 ALABAMA FAMILY MEDICINE, 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 ALABAMA FAMILY MEDICINE, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30 day of SEPTEMBER, 19 92.

*Thomas A. Snowden, Jr.*

Judge of Probate

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