

ARTICLES OF INCORPORATION  
OF  
ROBERT THOMAS, P.C.

KNOW ALL MEN BY THESE PRESENTS, That the undersigned person, duly licensed to practice law under the Laws of the State of Alabama, does hereby associate himself pursuant to Title 10-4-380, et seq. of the Code of Alabama, 1975, as amended, known as the "Revised Alabama Professional Corporation Act", for the purpose of forming a professional corporation under said Act, and does declare:

Inst # 1994-02964

FIRST: The name of the corporation is Robert Thomas, P.C.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation are formed are:

a) To render professional legal services and services ancillary thereto under the provisions of the revised Alabama Professional Corporation Act.

b) To engage generally in the business of a law corporation as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

c) To engage in such other businesses as may be authorized or permitted by the Revised Alabama Professional Corporation Act.

d) To do and engage in any business which a natural person can do.

e) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertains to the classes of business above specified.

f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

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SHELBY COUNTY JUDGE OF PROBATE

g) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and character.

h) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

i) 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.

j) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

k) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

l) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

m) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

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.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) of the par value of Ten Dollars (\$10.00) Dollars per share.

FIFTH: The address of the initial registered office of the corporation is Shelby Medical Building, 644 2nd Street, N.E., Alabaster, Alabama 35007, and the name of its initial registered agent at such address is Robert Thomas.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Thomas	1306 Columbia Drive Birmingham, AL 35226
Tina Thomas	1306 Columbia Drive Birmingham, AL 35226

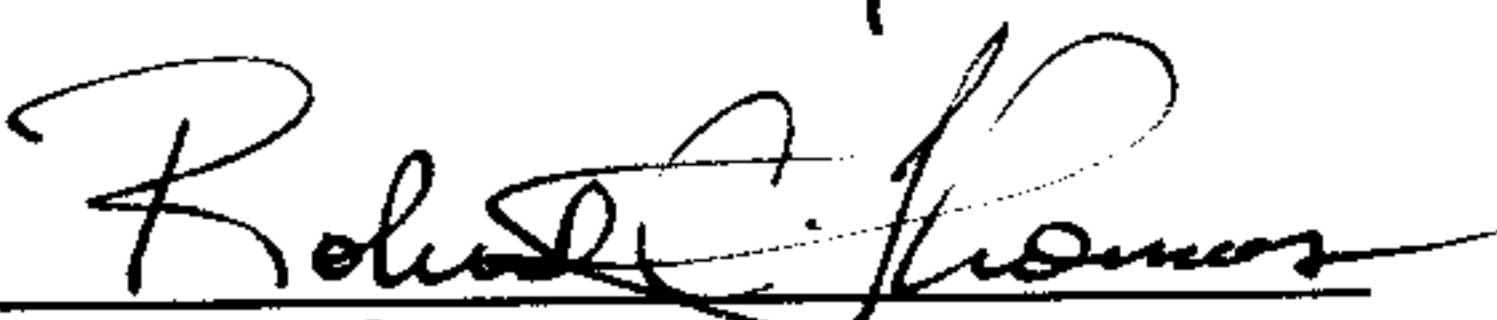
SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert Thomas	1306 Columbia Drive Birmingham, AL 35226

EIGHTH: If any shareholder, member of the Board of Directors, officer, agent or employee of the corporation becomes legally disqualified to practice law 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 law, he shall sever all relations which he has with the corporation

of every kind, nature and description, including specifically, but not limited to, 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.

DATED this the 27 day of January, 1994.

  
Robert Thomas



VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION  
TO CAPITAL STOCK OF  
ROBERT THOMAS, P.C.

STATE OF ALABAMA

COUNTY OF SHELBY

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Robert Thomas, who, being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of Robert Thomas, P.C. , a proposed corporation, to receive subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of capital stock paid in is One Thousand (\$1,000.00) Dollars, which said amount is more than the minimum amount required by law.

That the said Robert Thomas has been paid in cash and/or contributions to the capital assets to affiant as such agent for the said incorporators and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

  
Robert Thomas

Sworn to and subscribed before me on this the 26 day of  
January, 1994.

  
Notary Public

EXHIBIT "A"  
SUBSCRIPTION LIST TO CAPITAL STOCK OF  
ROBERT THOMAS, P.C.

STATE OF ALABAMA  
COUNTY OF SHELBY

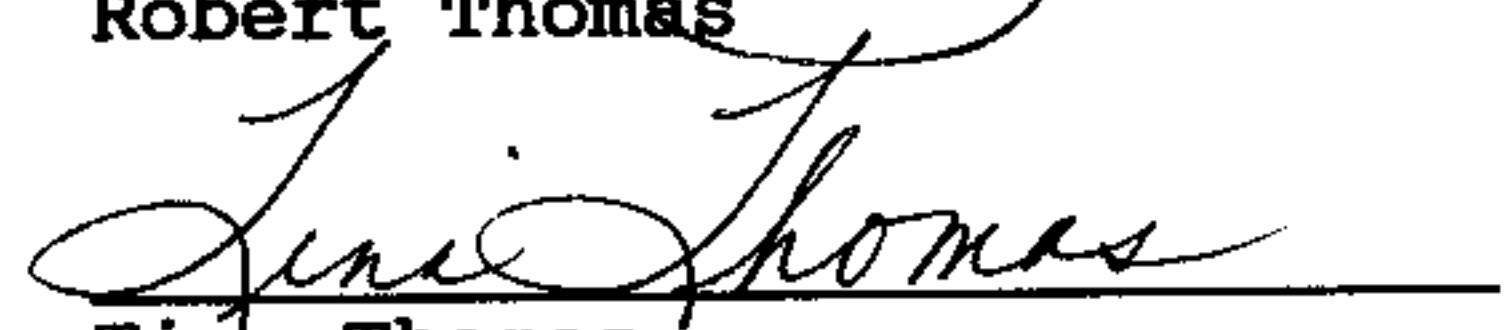
We, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite our respective names, said stock to be issued by an Alabama corporation to be styled Robert Thomas, P.C. and with its initial principal office to be located in Alabaster, Shelby County, Alabama, it being further understood and agreed by each of us that the said stock will be paid for by the undersigned, as one of the incorporators of said Alabama corporation upon the formation of the same.

Common stock is Ten and no/100 Dollars (\$10.00) per share.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Robert Thomas	90	\$900.00
Tina Thomas	10	100.00

Done this 26 day of January, 1994.

  
Robert Thomas

  
Tina Thomas

# STATE OF ALABAMA

I, Jim Bennett, 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:

Robert Thomas, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert Thomas, PO Box 989, Alabaster, AL 35007 for a period of one hundred twenty days beginning January 21, 1994 and expiring May 22, 1994.



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.

January 21, 1994

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

# State of Alabama

SHELBY

## County

Inst # 1994-02964

### CERTIFICATE OF INCORPORATION OF

ROBERT THOMAS, 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 ROBERT THOMAS, 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 ROBERT THOMAS, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 27th day of JANUARY, 19 94.

*Thomas A. Snowden Jr.*

Judge of Probate

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