

**This instrument prepared by:**  
**Larry T. Woods**  
**Attorney at Law**  
**717 Kerr Drive**  
**Gardendale, Alabama 35071**

**STATE OF ALABAMA**  
**JEFFERSON COUNTY**

**THE ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHEASTERN HEALTHNET, INC.**

**TO THE HONORABLE JUDGE OF PROBATE IN AND FOR SAID COUNTY IN**  
**SAID STATE:**

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation:

1. The name of the corporation is: Southeastern HealthNet, Inc.
2. The period of existence is perpetual.
3. The purpose for which it is created as follows: To conduct and operate a general surgical and medical equipment and supply business; and to engage in such other activities as are incidental to or connected with the operation of such business.

To fully participate in any business whatsoever that this corporation may deem proper or convenient, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation. To transact any and all lawful business for which corporation may be incorporated under the laws of the State of Alabama and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural person might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world. The explanation of this purpose as above-stated is for explanation and not as limitation. In addition to the purpose aforesaid, the Corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

In addition to the above, the Corporation shall also exercise in its discretion, the following provisions for the regulation and conduct of the business and affairs of the Corporation. These provisions are intended to be in furtherance and not in limitation or restriction of the powers conferred by the laws of the State of Alabama.

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A. The Board of Directors of the Corporation shall have the power to approve and adopt, and from time-to-time, amend By-Laws for the regulation and control of the business of the Corporation with or without the approval of the stockholders of said Corporation; but the By-Laws so made, altered or amended may be altered or repealed by said stockholders.

B. The Stockholders may, before they issue any new or additional stock of the Corporation, determine that the same or any part thereof, shall be offered in the first instance to all the then stockholders, or may make any other provisions or restrictions respecting the issue or allotment of new or additional shares; but in default of any such determination or so far as the same shall not extend, the new or additional shares may be dealt with by the Board of Directors as in their judgment may seem best.

C. The directors shall have the power to hold their meetings outside the State of Alabama. They may keep the books, documents, and papers of the Corporation outside of the State of Alabama, at such places as may be from time-to-time designated by the officers of the Corporation except as otherwise required by the laws of Alabama.

D. The Corporation by its By-Laws may fix the number of Directors and may, by vote of the holders of a majority in the amount of its stock, from time-to-time, increase or decrease the same.

E. The Board of Directors by resolutions passed by a majority of the whole Board, under suitable provisions of the By-Laws, may designate one or more of their number to constitute an Executive Committee, which Committee shall, for the time of its being, as provided in said resolutions or in the By-Laws have the power to exercise any and all the powers of the Board of Directors, which may be lawfully delegated, in the management of the business and affairs of the Corporation, and shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it.

F. With the consent in writing, or pursuant to the vote of the holder of a simple majority in interest of the stock issued and outstanding, the Board of Directors shall have the power and authority to lease, sell, assign, transfer, convey or otherwise dispose of the whole of the property of the Corporation as an entirety, irrespective of the effect thereof upon the continuance of the business of the Corporation and the exercise of its franchises, but the Corporation shall not be dissolved save as provided by the laws of the State of Alabama. This provision shall not limit the right of the Corporation to mortgage any and all of the property of the Corporation or to sell or otherwise dispose of a part thereof in the manner provided by law.

4. The domicile is Hoover, Shelby County, Alabama. The address of the initial registered office of the Corporation is 2308 Maury Place, Hoover, Alabama 35242, and the name of its initial registered agent as such address is Ronald B. Stark.

5. The total number of shares that the corporation has authority to issue is One Thousand (1000) shares, all of which shall be common shares with par value of one dollar

(\$1.00) per share. This stock shall be issued under the provisions of Section 1244 of the Internal Revenue Code of 1986 as amended.

6. The number of directors constituting the initial board of directors of the Corporation are two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor are elected and shall qualify are:

Director	Address
Ronald B. Stark President	2308 Maury Place Hoover, Alabama 35242
Karen V. Stark Secretary/Treasurer	2308 Maury Place Hoover, Alabama 35242
Christopher S. Stark Vice-President	2308 Maury Place Hoover, Alabama 35242

The names, addresses and shares of stock held by each of the incorporator are.

Ronald B. Stark 2308 Maury Place Hoover, Alabama 35242	500 shares stock
Karen V. Stark 2308 Maury Place Hoover, Alabama 35242	500 shares stock

Respectfully submitted,

  
\_\_\_\_\_  
Ronald B. Stark - Stockholder

  
\_\_\_\_\_  
Karen V. Stark - Stockholder

# 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:

Southeastern HealthNet, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ <sup>Shelby</sup> County and is for the exclusive use of Larry Woods, PO Box 96, Gardendale, AL 35071 for a period of one hundred twenty days beginning January 27, 1995 and expiring May 28, 1995.



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 27, 1995

Date

*Jim Bennett*

Jim Bennett

Secretary of State



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