

# ARTICLES OF INCORPORATION OF

## Michael B. Randle, D.M.D., P.C.

The undersigned, being authorized to practice dentistry in the State of Alabama and acting as Incorporator of a corporation under the Code of Alabama, hereby establishes a professional corporation under the Revised Alabama Corporation Act and adopts the following Articles of Incorporation for such incorporation:

(1) NAME OF CORPORATION and DURATION: The name of the corporation shall be Michael B. Randle, D.M.D., P.C. and the period of its duration shall be perpetual.

(2) PURPOSE: The objects and purposes for which the corporation is formed are:

To engage in the practice of dentistry; to treat; to prescribe; to diagnosis; to anesthetize; to prescribe and use proper medicines and anesthesia and pharmaceutical sedation; and/or to operate for any disease, pain, injury, deficiency, deformity, or physical condition of the human teeth, gums, jaws and adjacent tissues; to furnish, construct, reproduce, or repair fixed or removable dental prosthetics to be used and worn as substitutes for natural teeth; and to supply, repair, or construct orthodontic or various appliances used for the correction of malocclusion or deformities of other structures; and to own and operate a dentist office; and any and all powers permitted under Alabama Code §10-4-385, including all powers necessary or convenient to effectuate its purpose and also including the purpose for and an ability to invest its funds in real estate, mortgage, stocks, bonds, or any other type of investment.

(3) INITIAL REGISTERED OFFICE: The address of the initial registered office of the corporation is 100 Heatherbrooke Park Drive, Birmingham, Shelby County, Alabama, 35243, and the name of its initial registered agent at such address is Michael B. Randle, D.M.D.

(4) OPERATIONS: The Corporation elects to be governed by the provisions of the Revised Alabama Professional Corporation Act and shall engage in the practice of its profession only through its officers, employees, and agents who are licensed to practice dentistry in the State of Alabama.

(5) STOCK: The amount of the total authorized capital stock of this corporation is fixed at \$2000 divided into 2000 shares of common stock of the par value of \$1 per share. The amount of capital

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stock with which the corporation will begin business is \$1,000, being 1000 shares of common stock of the par value of \$1 per share. There shall be only one class of stock.

(a) **QUALIFICATION FOR OWNERSHIP:** Shares may only be issued to, held by, or transferred to a person who is licensed to practice dentistry in the State of Alabama and who, unless disabled, is actively engaged in such practice. Each stock certificate shall be properly endorsed, disclosing the restriction and stating that shares in the name of a disqualified or retired person or in the name of the personal representative of deceased person, except during the holding period as provided for in Section (c) of this Article, are void.

(b) **PROXIES:** Shares shall be voted only by the holder of record or another shareholder of the Corporation in accordance with a written proxy executed by a holder of record.

(c) **DECEASED, RETIRED, AND DISQUALIFIED SHAREHOLDERS:** Shares of the Corporation held by a deceased or retired shareholder shall be either redeemed or canceled by the Corporation or transferred to a person qualified to hold the shares within six months after the date of death or retirement. Shares held by a shareholder who becomes legally disqualified from practicing dentistry in the State of Alabama shall be so redeemed, canceled, or transferred within 30 days after the disqualification becomes final. Shares shall not be transferred to qualified nonshareholders without first being offered at their fair value to the remaining shareholder of the Corporation. Shares not so redeemed or transferred within the required period of time shall be canceled at the end of such period.

(6) The name and address of the agent designated by the Incorporators to receive subscriptions to the capital stock of the corporation is Michael B. Randle, D.M.D., 100 Heatherbrooke Park Drive, Birmingham, Shelby County, Alabama, 35243.

(7) **BOARD OF 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 Shareholders or until their successors are elected and qualified is:

**NAME****ADDRESS**

Michael B. Randle, D.M.D.      100 Heatherbrooke Park Drive  
Birmingham, Alabama 35243

(8) **INCORPORATORS:** The name and post office address of the Incorporator and the number of shares of stock subscribed for by them are as follows:

**NAME****ADDRESS****SHARES  
SUBSCRIBED**

Michael B. Randle, D.M.D.      100 Heatherbrooke Drive      1000  
Birmingham, Alabama 35243

(9) **OFFICERS:**

(a) **NUMBER:** The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall designate from time to time, all of whom shall be shareholders of the Corporation.

(b) **TENURE:** The officers of the Corporation shall be elected by the Board of Directors and shall hold office until the next annual meeting of the Board or until their successors shall have been duly elected and qualified.

(c) **DUTIES:** The duties and powers of the officers shall be such as are designated by the By-Law of said corporation.

(10) **BYLAWS:** The shareholders shall have the authority to adopt Bylaws of the Corporation, and the power to alter, amend, or repeal the Bylaws and to adopt new Bylaws. The Bylaws shall contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

(11) **TERMINATION BY OPERATION OF LAW:** Should, at any time, the Corporation cease to have a shareholder licensed to practice dentistry in the State of Alabama, and actually practicing, except during periods of disability, or should the Corporation fail to redeem, cancel, or transfer the shares of a deceased, retired, or disqualified shareholder in accordance with the provisions of Article 5, Section (c),

of the Corporation shall cease to be a professional corporation and shall operate as a corporation for profit organized under the general corporation laws of the State of Alabama for the sole purpose of liquidation.

(12) AMENDMENTS: All provisions of these Articles of Incorporation shall be subject to amendment by affirmative vote of three quarters of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his signature on this the 6 day of April, 1995.

  
Michael B. Randle, D.M.D.

STATE OF ALABAMA           )  
SHELBY COUNTY            )

Before me, a Notary Public, in and for said County and State, appeared Michael B. Randle, D.M.D., who is known to me, and having been duly sworn, states that the above is his signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purposed stated herein, this the 6th day of April, 1995.

  
Notary Public

This instrument was  
prepared by:

Mark S. Boardman, Esquire  
BOARDMAN, TYRA & CARROLL, P.C.  
104 Inverness Center Place  
Suite 325  
Post Office Box 59465  
Birmingham, Alabama 35259-9465  
(205) 980-6000

# 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 10-2B-4.02, 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:

Michael B. Randle, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mark S Boardman, 104 Inverness Center Dr Ste 325, Birmingham, AL 35242 for a period of one hundred twenty days beginning March 23, 1995 and expiring July 22, 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.

March 23, 1995

Date

Jim Bennett

Secretary of State



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