

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
COMMUNITY DENTAL ALLIANCE OF ALABAMA, L.L.C.**

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is Community Dental Alliance of Alabama, L.L.C.

2. The term of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue until December 31, 2010, provided, however, that the Limited Liability Company shall terminate and dissolve prior to such date (a) upon the unanimous written consent of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

3. The purpose for which this Limited Liability Company is organized is:

To operate, conduct, and maintain a business engaged in the management of a dental preferred provider organization to better serve the community and to transact any or all other lawful business for which Limited Liability Companies may be organized under the Alabama Limited Liability Company Act.

4. The location and mailing address of the initial registered office shall be 2017 Lakemoor Drive, Birmingham, Alabama 35244 and the name of the initial registered agent at that address shall be Robert P. Mosca.

5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

NAME

MAILING ADDRESS

Robert P. Mosca

2017 Lakemoor Drive
Birmingham, AL 35244

Ronald T. Barganier

6713 Taylor Circle
Montgomery, AL 36117

Robert E. Gamble

156 San Leonardo Way
Huntsville, AL 35811

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J. Thomas Martin

2021 Trammell Chase Drive
Birmingham, AL 35244

Christina C. Cowsar

1221 David Drive
Pelham, AL 35124

6. The members of the Limited Liability Company shall have the right to admit additional members upon the unanimous written consent of all members of the Limited Liability Company.

7. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, incompetency, retirement, resignation, removal, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation or as otherwise stated in the articles of organization.


8. The Limited Liability Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the 15 day of July, 1996.


Robert P. Mosca


Ronald T. Barganier


Robert E. Gamble


J. Thomas Martin


Christina C. Cowsar

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