

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALABAMA FOUNDATION FOR ONCOLOGY
A NONPROFIT CORPORATION

Pursuant to the provisions of Code of Alabama §10-3A-82, Alabama Foundation For Oncology (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

Alabama Foundation For Oncology

2. The Articles of Incorporation of the Corporation are amended to read as follows:

1. NAME AND LOCATION. The name of this corporation shall be Alabama Foundation For Oncology (the "Corporation") and it shall be located in Jefferson County, Alabama.

2. DURATION. The period of duration of the Corporation shall be perpetual.

3. PURPOSES. The Corporation is formed for the following purposes:

(a) to fund and engage in research respecting cancer and other diseases that afflict the general public;

(b) to assist in the diagnosis and treatment of patients afflicted with such diseases, with primary emphasis on those patients who cannot afford such treatment;

(c) to educate the general public regarding prevention and treatment of diseases; and

(d) to engage in and fund any other activities which improve the health of the general public.

In addition to the foregoing purposes and notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and may carry on any activity contemplated by such Section and permitted by the Alabama Nonprofit Corporation Act (Code of Alabama (1975), Sections 10-3A-1, et. seq.).

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4. POWERS. In connection with the purposes of the Corporation described above, the Corporation may:

(a) purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character;

(b) apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any nonprofit corporation may make or grant;

(c) enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic;

(d) solicit and receive funds and other property, real, personal, and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest; and

(e) exercise all of the powers vested in nonprofit corporations by the Constitution and laws of the State of Alabama, including, without limitation, the Alabama Nonprofit Corporation Act (Code of Alabama, Sections 10-3A-1, et seq.).

The foregoing clauses, and each phrase thereof, shall be construed as powers 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. Nothing herein contained, however, shall be construed as authorizing the Corporation to carry on any business for profit..

5. LIMITATIONS. Notwithstanding any other provision of these Articles, the following limitations shall apply to the Corporation:

(a) No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the assets of the Corporation upon dissolution of the Corporation.

(c) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Internal Revenue Code of 1986, as amended, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

(d) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Internal Revenue Code of 1986, as amended, the Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

(e) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

(f) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, as amended, the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

(g) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, as amended, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

(h) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended.

6. MEMBERS. The Corporation shall have no members.

7. BOARD OF DIRECTORS.

(a) Control and Management of the Corporation. The control and management of the Corporation, its property and affairs shall be vested in the Board of Directors.

(b) Number of Directors; Initial Directors. The number of directors of the Corporation shall be set forth in the Corporation's Bylaws.

(c) Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors of the Corporation or of any committee thereof may be taken without a meeting, if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors or members of such committee. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or such committee.

(d) Other Matters Respecting Directors. All other matters with respect to Directors, including the qualifications, rights, powers and privileges of directors and the method of removal thereof, shall be as set forth in the Corporation's Bylaws.

8. BYLAWS. The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Corporation's Bylaws. The Board of Directors shall have the power to alter, amend or repeal the Bylaws, or adopt new Bylaws, in any manner not inconsistent with these Articles of Incorporation or applicable laws of the State of Alabama.

9. INITIAL REGISTERED AGENT AND OFFICE. The address of the initial registered office of the Corporation and the name of the registered agent at such address was set forth in the original Articles of Incorporation.

10. OFFICERS. The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers as the Board of Directors may deem necessary, each of whom shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Corporation's Bylaws.

11. INDEMNIFICATION.

In amplification and not in limitation of any indemnification provided by law:

(a) (i) Except as provided in subsection 11(a)(iv), the Corporation (which term, for purposes of this Section 11, includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction) shall indemnify any individual who is or was a director, officer, employee or agent of the Corporation or any individual who, while a director, officer, employee or agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Indemnitee", which term includes, unless the context requires otherwise, the estate or personal representative of such individual) who was, is or has threatened to be made a named defendant or respondent (a "Party") in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (a "Proceeding") because he or she is or was a director, officer, employee or agent of the Corporation or, while a director, officer, employee or agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), all reasonable expenses, including counsel fees, incurred with respect to a Proceeding ("Liability") incurred in the Proceeding if:

(A) the Indemnitee conducted himself or herself in good faith; and

(B) the Indemnitee reasonably believed:

(1) in the case of conduct in his or her Official Capacity (meaning thereby (a) when used with respect to a director, the office of director in the Corporation; and (b) when used with respect to an individual other than a director, the office in the Corporation held by an officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation; "Official Capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise) with the Corporation, that the conduct was in its best interest; and

(2) in all other cases that the conduct was at least not opposed to its best interest; and

(C) in case of any Criminal Proceeding the Indemnatee had no reasonable cause to believe his or her conduct was unlawful.

(ii) An Indemnatee is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, the Indemnatee to the plan or to participants in or beneficiaries of the plan. An Indemnatee's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirement of subsection 11(a)(i)(B)(2).

(iii) The termination of a Proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the Indemnatee did not meet the standard of conduct described in this Subsection 11(a).

(iv) The Corporation shall not indemnify an Indemnatee under this Subsection 11(a):

(i) in connection with a Proceeding by or in the right of the Corporation in which the Indemnatee was adjudged liable to the Corporation; or

(ii) in connection with any other Proceeding charging improper personal benefit to the Indemnatee, whether or not involving action in his or her Official Capacity, in which the Indemnatee was adjudged liable on the basis that personal benefit was improperly received by him or her.

(v) Indemnification permitted under this Section 11 in connection with a Proceeding by or in the right of the Corporation is limited to reasonable expenses, including counsel fees, incurred in connection with the Proceeding.

(b) The Corporation shall indemnify an Indemnatee who was successful, on the merits or otherwise, in the defense of any Proceeding, or of any claim, issue or matter in such Proceeding, where he or she was a Party because he or she is or was a director, officer, employee or agent of the Corporation or, while a director, officer, employee or agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses, including counsel fees, incurred in connection therewith, notwithstanding that he or she was not successful on any other claim, issue or matter in any such Proceeding.

(c)(i) The Corporation may pay for or reimburse the reasonable expenses, including counsel fees, incurred by an Indemnatee who was a party to a Proceeding in advance of final disposition of the Proceeding if:

(A) the Indemnatee furnishes the Corporation a written affirmation of good faith and belief that he or she has met the standard of conduct described herein;

(B) the Indemnatee furnishes the Corporation a written undertaking, executed personally or on the Indemnatee's behalf, to repay the advance if it is ultimately determined that the Indemnatee did not meet the standard of conduct, or is not otherwise entitled to indemnification under Section (a)(4) of this Section, unless an indemnification is approved by the court under the provisions of the Alabama Nonprofit Corporation Act;

(C) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section 11.

(ii) The undertaking required by subsection 11(c)(1)(ii) above must be an unlimited general obligation of the Indemnatee but need not be secured and may be accepted without reference to financial ability to make repayment.

(iii) Determinations and authorizations of payment under this Subsection 11(c) shall be made in the manner specified in Subsection 11(d).

(d)(i) The Corporation may not indemnify an Indemnatee under Subsection 11(a) unless authorized in the specific case after a determination has been made that indemnification of the Indemnatee is permissible in the circumstances because the Indemnatee has met the standard of conduct set forth in Subsection 11(a).

(ii) The determination shall be made:

(A) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors not at the time Parties to the Proceeding;

(B) if a quorum cannot be obtained under Subsection 11(d)(ii)(A) above, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are Parties may participate) consisting solely of two or more directors not at the time Parties to the Proceeding;

(C) by special legal counsel:

(1) selected by the Board of Directors as committee in the manner prescribed in Subsection 11(d)(ii)(A) or (B) above; or

(2) if a quorum of the Board of Directors cannot be obtained under Subsection 11(d)(ii)(A) and a committee cannot be designated under Subsection 11(d)(ii)(B), selected by a majority vote of the full Board of Directors (in which selection directors who are Parties may participate); or

(D) by the shareholders, but shares owned or voted under the control of Indemnitees who are at the time Parties to the Proceeding may not be voted on the determination. A majority of the shares that are entitled to vote on the transaction by virtue of not being owned by or under the control of such Indemnitees constitutes a quorum for the purpose of taking action under this Subsection 11(d).

(iii) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Subsection 11(d)(ii)(C) of this Section 11(d) to select counsel.

(e) The Corporation may purchase and maintain insurance, or furnish similar protection (including but not limited to trust funds, self-insurance reserves or the like), on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent, whether or not the Corporation would have the power to indemnify him or her against the same Liability under Subsection 11(a) or Subsection 11(b) above.

(f)(i) Any indemnification, or advance for expenses, authorized under this Section 11 shall not be deemed exclusive of and shall be in addition to that which may be contained in the Corporation's Bylaws, a resolution of its shareholders or Board of Directors, or in a contract or otherwise.

(ii) This Section 11 does not limit the Corporation's power to pay or reimburse expenses incurred by an Indemnitee in

connection with the Indemnatee's appearance as a witness in a Proceeding at a time when he or she has not been made or named defendant or respondent to the Proceeding.

(g) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 11 shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such director, officer, employee or agent. Neither the repeal nor the modification of this Section 11 nor the adoption of any provision of the Articles of Incorporation or Bylaws inconsistent with this Section 11 shall adversely affect the right of any director, officer, employee or agent to indemnification with respect to any Proceeding that had accrued or arisen prior to such repeal, modification or adoption of an inconsistent provision.

12. NONSTOCK AND NONPROFIT STATUS. This Corporation shall have no capital stock, is not organized for profit and does not contemplate pecuniary gain or profit to its members, officers or directors or to any other individuals. No part of the earnings of the Corporation shall inure to the benefit of its members, officers or directors or to any other individuals. The Corporation does not contemplate the distribution of gains, profits or dividends to its members, officers or directors or to any other individuals and is organized solely for nonprofit purposes. Nothing herein shall authorize the Corporation to engage, directly or indirectly, in or include among its purposes, any activities proscribed by the Alabama Nonprofit Corporation Act (Code of Alabama, Sections 10-3A-1 et seq.).

13. DISSOLUTION OF CORPORATION. Notwithstanding any other provision of these Articles, in the event of the dissolution of the Corporation, the residual assets of the Corporation after the payment of its debts shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for exclusively public purposes.

14. NO PERSONAL LIABILITY. No member, officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation.

15. INCORPORATORS. The names and addresses of the incorporators of the Corporation were set forth in the original Articles of Incorporation.

3. There are no members of the Corporation. The foregoing amendment to the Articles of Incorporation of the Corporation was

adopted by a consent in writing signed by all of the members of the Board of Directors of the Corporation on SEPT, 1996.

This the 19 day of SEPT, 1996.

ALABAMA FOUNDATION FOR ONCOLOGY

By: John G. Hankins
John G. Hankins, M.D.
President

By: Charlotte H. Keahey
Charlotte Keahey
Secretary

VERIFICATION

The undersigned, John G. Hankins, M.D., President of Alabama Foundation For Oncology, an Alabama nonprofit corporation (the "Corporation"), hereby certifies, as such President, that John G. Hankins, M.D. and Charlotte Keahey, whose names as the respective President and Secretary of the Corporation are signed to the foregoing Articles of Amendment, constitute such respective officers of the Corporation and that the statements set forth in the foregoing Articles of Amendment are true and correct.

WITNESS, my hand and seal this 19th day of September, 1996.

John G. Hankins
John G. Hankins, M.D.
President

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