

ARTICLES OF INCORPORATION
OF
COMPANION VETERINARY CLINIC, P.C.

The undersigned, acting as the incorporator of a professional corporation under the Revised Alabama Professional Corporation Act, ALA. CODE §§ 10-4-380—406 (1975), as amended, hereby adopts the following Articles of Incorporation for such corporation:

1. The corporation is formed pursuant to the provisions of the Revised Alabama Professional Corporation Act, ALA. CODE §§ 10-4-380—406 (1975).
2. The name of the corporation shall be Companion Veterinary Clinic, P.C.
3. The aggregate number of shares which the corporation shall have authority to issue is one thousand shares of common stock with a par value of one dollar per share.
4. The address of the initial registered office of the corporation shall be 4690 County Road 17, Helena, Alabama 35080, and the name of the initial registered agent at such address shall be Lawrence H. Possien. The initial registered office of the corporation is located in Shelby County, Alabama.
5. The name and address of the incorporator is Matthew S. Ellenberger, 16712 U.S. Highway 280, Chelsea, Alabama 35043.
6. The number of directors constituting the board of directors of the corporation shall be one, and the name and address of the persons who is to serve as director until the first meeting of shareholders or until his successor is elected and qualified is Lawrence H. Possien, 4690 County Road 17, Helena, Alabama 35080.
7. The corporation is organized for the purpose of rendering professional veterinary medical services and services incident thereto, and in connection therewith, and to transact any lawful business incidental to the practice of veterinary medicine as may be authorized or permitted by the Revised Alabama Professional Corporation Act. The rendition of veterinary medical services shall be the sole professional service performed by the corporation.
8. All directors, officers, and shareholders of the corporation shall be qualified persons as defined in Section 10-4-382(5) of the Code of Alabama (1975), as amended.
9. The following restrictions on the transfer and registration of transfer of shares of the corporation are imposed for the purposes of maintaining the corporation's status as a professional corporation, for promoting the productive and consistent operation of the corporation, and for maintaining harmonious relations between the corporation's shareholders, directors, officers, and employees who render professional veterinary medical services. services: No shares of the corporation shall be sold or transferred to any person unless the shareholder shall have first offered to sell the said shares first to the corporation, then to all of the other shareholders simultaneously, under the terms and conditions of such agreements as may exist between the

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corporation and its shareholders. The failure of the corporation to purchase any such shares shall not discharge the said shares from the restrictions of this document with respect to any future sale or transfer of the said shares. In the event that any shares are sold or transferred in violation of this restriction, the corporation shall refuse to register the transfer of the said shares.

10. No director shall be liable to the corporation nor to its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for the amount of a financial benefit received by a director to which he is not entitled, an intentional infliction of harm on the corporation or its shareholders, an unlawful distribution, an intentional violation of criminal law, or a breach of the director's duty of loyalty to the corporation or its shareholders.

11. All shareholders are entitled to cumulate their votes for directors. No person who is not a shareholder of the corporation may be elected as a director or officer of the corporation.

12. These articles may not be amended without the unanimous consent of the shareholders.

In witness whereof I have hereunto set my hand on this the ninth day of October, 1998.


Matthew S. Ellenberger

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:

Companion Veterinary Clinic, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Matthew Ellenberger, PO Box 94, Chelsea, AL 35043 for a period of one hundred twenty days beginning October 6, 1998 and expiring February 4, 1999.



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.

~~October 6, 1998~~
Date

A handwritten signature in dark ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

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