

ARTICLES OF INCORPORATION
OF
HGC, Inc.
A CORPORATION
UNDER THE ALABAMA BUSINESS CORPORATION STATUTE

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. **NAME:** The name of the corporation is: HGC, Inc.
2. **PERIOD OF DURATION:** The period for the duration of the corporation shall be perpetual.
3. **PURPOSES:** The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporations Act including but not limited to, Adult Daycare, to make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature and;

(a) In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, and deal in real and personal property or any interest therein of any kind or character, wherever situated.

(ii) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation;

(iii) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(iv) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership,

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association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(v) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participation, partnership interest (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political activity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls stock rights, participation, partnership interests, mortgages, or other securities the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participation, partnership interest, mortgages or securities so acquired by it, and while the owner thereof, to exercise all rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of business or property of this corporation with or to persons other than the board of directors of the corporation.

(vi) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by guaranty or otherwise.

(vii) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(viii) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(ix) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(x) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(xii) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(xiii) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons

other than this corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(xv) To be the promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise, except as limited by State statute which governs this corporation.

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees.

(xvii) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(xviii) To make donations for the public welfare or for charitable, scientific or educational purposes.

(xix) To transact any lawful business which the board of directors find to be in aid of governmental policy.

(xx) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

4. **AUTHORIZED SHARES:** The aggregate number of shares of stock which the

corporation shall have the authority to issue shall be 100 shares of common stock of the par value of One Dollar (\$1.00) per share.

5. **REGISTERED OFFICE/INITIAL REGISTERED AGENT:** The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address is:

INITIAL REGISTERED AGENT:

Helen G. Sanders

LOCATION: 550 RIDGEMONT DRIVE, Helena, Al, 35080

MAILING ADDRESS: P.O. Box 282 Helena, Al, 35080

6. **BOARD OF DIRECTORS:** The initial board of directors shall consist of one (1) person. The name and address of the person who will serve as the directors until the first annual meeting of shareholders of the corporation or until the successor or successors to such directors be elected and qualify is:

NAME: Helen G. Sanders

ADDRESS: 550 RIDGEMONT DRIVE, Helena, Al 35080 P.O. Box 282, Helena, Al 35080

7. **INCORPORATOR:** The name and address of each incorporator whether one or more is:

NAME: Helen G. Sanders

ADDRESS: 550 Ridgemont Drive P.O. Box 282, Helena, Al 35080

8. **LIMITATION ON NUMBER OF SHAREHOLDERS:** All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

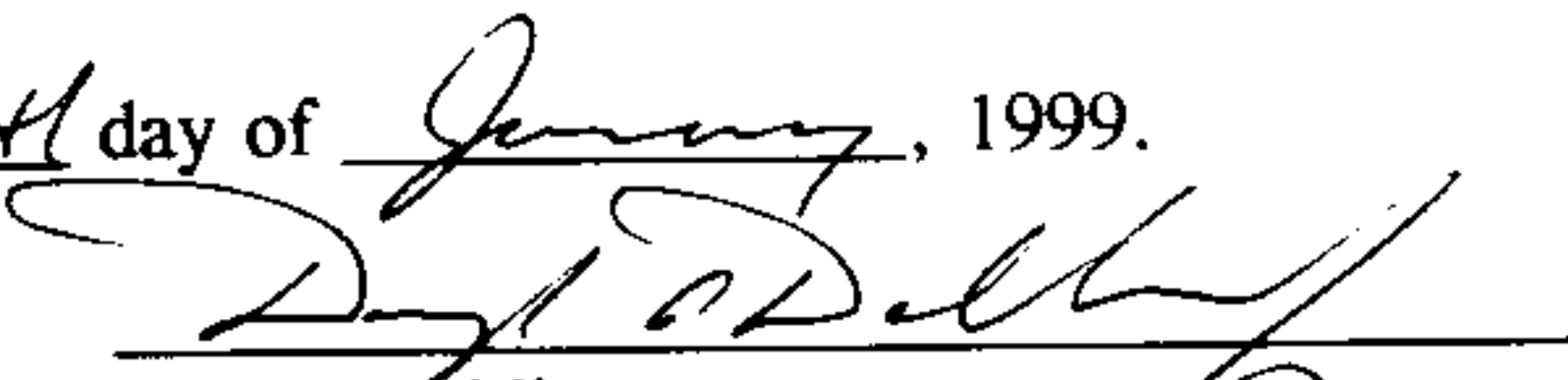
EXECUTED ON THIS 28th day of January, 1999.

Helen G. Sanders

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Helen G. Sanders is known to me, acknowledged before me on this day that, the contents of the above and foregoing are true and correct to the best of his knowledge and belief.

Given under my hand and seal this 28th day of January, 1999.



Notary Public

My Commission Expires: 3-3-99

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:

HGC, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Doug Dellaccio, 290 21st Street N, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 29, 1999 and expiring May 30, 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.

January 29, 1999

Date

A handwritten signature in black ink that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

Doug Dellaccio
290 21st Street N. Ste. 600

B'ham, AL 35203

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