

This instrument prepared by:

✓ W. John Daniel, Esq.

Johnston Barton Proctor & Powell LLP

2900 AmSouth/Harbert Plaza

1901 Sixth Avenue North

Birmingham, Alabama 35203

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CARE CENTER OF RED BAY, INC.**

Inst # 1999-49702

12/08/1999-49702

03:11 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

005 MMS 15.00

Pursuant to the provisions of Alabama Code §§ 10-2B-10.03, *et seq.* (Rpl. Vol. 1994), the undersigned corporation hereby reports and certifies the adoption of the following Amendment to its Articles of Incorporation:

1. The name of the corporation is CARE CENTER OF RED BAY, INC.
2. The Articles of Incorporation of the corporation are hereby amended and restated in their entirety as set forth in AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CARE CENTER OF RED BAY, INC., attached hereto as Exhibit A. The substantive amendments embodied in Exhibit A are as follows:
  - a. Article II of Exhibit A changes the objects and purposes of the corporation;
  - b. Article VI of Exhibit A denies to shareholders the preemptive right to acquire additional or treasury shares of the corporation now or hereafter authorized; and
  - c. Article VII of Exhibit A limits the liability of directors of the corporation.
3. The amendments were duly adopted by the unanimous votes of all of the shareholders and all of the members of the Board of Directors of the corporation on November 30, 1999.
4. The number of shares of capital stock of the corporation outstanding and entitled to vote at the time of the adoption of the amendment was One Thousand ( 1,000) shares of voting common stock, all of the same class.

5. The number of shares voted for the amendment was One Thousand ( 1,000), and the number of shares voted against was zero (0).

**IN WITNESS WHEREOF**, the undersigned corporation has caused these Articles of Amendment to be executed in its name and on its behalf by John W. Jamison III, on this \_\_\_\_ day of December, 1999.

**CARE CENTER OF RED BAY, INC.**

  
By: John W. Jamison III  
Its: President

**EXHIBIT A**

This instrument prepared by:  
W. John Daniel, Esq.  
Johnston Barton Proctor & Powell LLP  
2900 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARE CENTER OF RED BAY, INC.**

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be: CARE CENTER OF RED BAY, INC.

**ARTICLE II  
OBJECTS AND PURPOSES**

The objects and purposes for which the corporation is organized are:

- 1) to own and to operate nursing home facilities;
- 2) to transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time; and
- 3) to have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and 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 purposes and 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 this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

**ARTICLE III**  
**LOCATION OF REGISTERED**  
**OFFICE AND REGISTERED AGENT**

The location and mailing address of the registered office of the corporation in the State of Alabama shall be 3575 Lorna Ridge Drive, Birmingham, Alabama 35216, and the corporation's registered agent at such address shall be John W. Jamison III.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of \$1.00 par value.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the corporation is one (1) and the name and address of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successor or successors are elected and qualified are as follows:

John W. Jamison III  
3575 Lorna Ridge Drive  
Birmingham, Alabama 35216

**ARTICLE VI**  
**STOCK PURCHASES**

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor. The shareholders of the corporation shall not have preemptive rights to acquire the corporation's unissued shares.


**ARTICLE VII**  
**LIABILITY OF DIRECTORS**

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section;

(iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name and on its behalf by John W. Jamison III, on this \_\_\_\_ day of December, 1999.

CARE CENTER OF RED BAY, INC.

  
By: John W. Jamison III  
Its: President

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