

This instrument was prepared by:

✓ W. Clark Goodwin  
Ritchie & Rediker, L.L.C.  
312 North 23<sup>rd</sup> Street  
Birmingham, Alabama 35203

**ARTICLES OF INCORPORATION  
OF  
SOUTHERN FAMILY HEALTH, INC.  
A NONPROFIT CORPORATION**

**TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA:**

Inst # 2000-10291  
03/30/2000-10291  
03:19 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 HHS 50.00

The undersigned, desiring to organize a nonprofit corporation under the provisions of the Alabama Nonprofit Corporation Act (Code of Alabama §10-3A-1 et seq. (1994)) (the "Act"), does hereby sign, verify and file these Articles of Incorporation and certify as follows:

1. NAME: The name of the Corporation is:

**SOUTHERN FAMILY HEALTH, INC.**

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

3. PURPOSE:

(a) The purposes for which the Corporation is organized are to promote the welfare of indigent and lower income persons in southern Shelby County Alabama, though the operation of a health care clinic in one or more communities within such County; to provide educational and similar services related thereto; to own, lease and operate any property and to furnish any and all services related or incidental thereto; and to do any act or thing incidental to or in connection with the foregoing purpose or in advancement thereof. The Corporation has been formed exclusively for purposes for which corporations may be formed under the Act, so as to attract and receive contributions and other support from persons in the community which the Corporation proposes to serve.

(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 corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the 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.

(c) In connection with the foregoing purposes of the Corporation described above, the Corporation may:

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) Exercise all of the powers vested in nonprofit corporations by the Constitution and laws of the State of Alabama, including, without limitation, the Act.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this 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 any business for profit.

4. MEMBERS: The Corporation shall have no members.

5. BOARD OF DIRECTORS.

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

(b) Initial Directors. The Board of Directors shall initially be composed of four (4) directors. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Jackie Frederick	110 Indian Forest Trail Pelham, Alabama 35124
Paul Scalici, M.D.	1009 Montgomery Highway Birmingham, Alabama 35216

Charles Stroud, Ph.D.

P. O. Box 888  
Highway 300 South  
Columbiana, Alabama 35051

Warren Smedley

3517 Great Oak Lane  
Birmingham, Alabama 35223

(c) Election; Number. Directors shall be elected at the annual meeting of the Board of Directors by majority vote of all directors then in office. Beginning with the first annual meeting of the Board of Directors, or a special meeting specifically in lieu thereof, the number of directors shall be as set forth in, or as determined in accordance with, the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein.

(d) 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.

(e) Bylaws. The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the 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.

6. INITIAL REGISTERED AGENT AND OFFICE: The address of the initial registered office of the Corporation in Alabama is 110 Indian Forest Trail, Pelham, Alabama 35124. The name of the registered agent at such address is Jackie Frederick.

7. OFFICERS: The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed 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 Bylaws.

8. NONSTOCK AND NONPROFIT STATUS:

(a) This Corporation shall have no capital stock, is not organized for profit, and does not contemplate pecuniary gain or profit to the individuals, officers or directors thereof. No part of the earnings of the corporation shall inure to the benefit of any individual, officer, or director. The Corporation does not contemplate the distribution of gains, profits, or dividends to any individual, officer or director thereof, and is organized solely for nonprofit purposes.

(b) Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any activities proscribed by the Act.

9. INDEMNIFICATION. The Corporation shall, to the full extent permitted by applicable law, indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the



fact that he is or was a director, officer, employee or agent of the 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, was or is a party or is threatened to be made a party to:

(a) any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals, (other than an action by or in the right of the Corporation), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such claim, action, suit or proceeding; or

(b) any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

Any indemnification by the Corporation pursuant hereto shall be made only in the manner and to the extent authorized by applicable law, and any such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

10. **DISSOLUTION OF CORPORATION:** Notwithstanding any other provisions of the Articles, in the event of dissolution, the residual assets of the Corporation shall be distributed to one or more organization which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code, or to the Federal, State, or local government for exclusively public purposes.

11. **NO PERSONAL LIABILITY:** No individual, director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation.

12. **INCORPORATOR:** The name and address of the Incorporator are as follows:

<u>Name</u>	<u>Address</u>
W. Clark Goodwin	312 North 23 <sup>rd</sup> Street Birmingham, AL 35203

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation this 30<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
W. CLARK GOODWIN

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

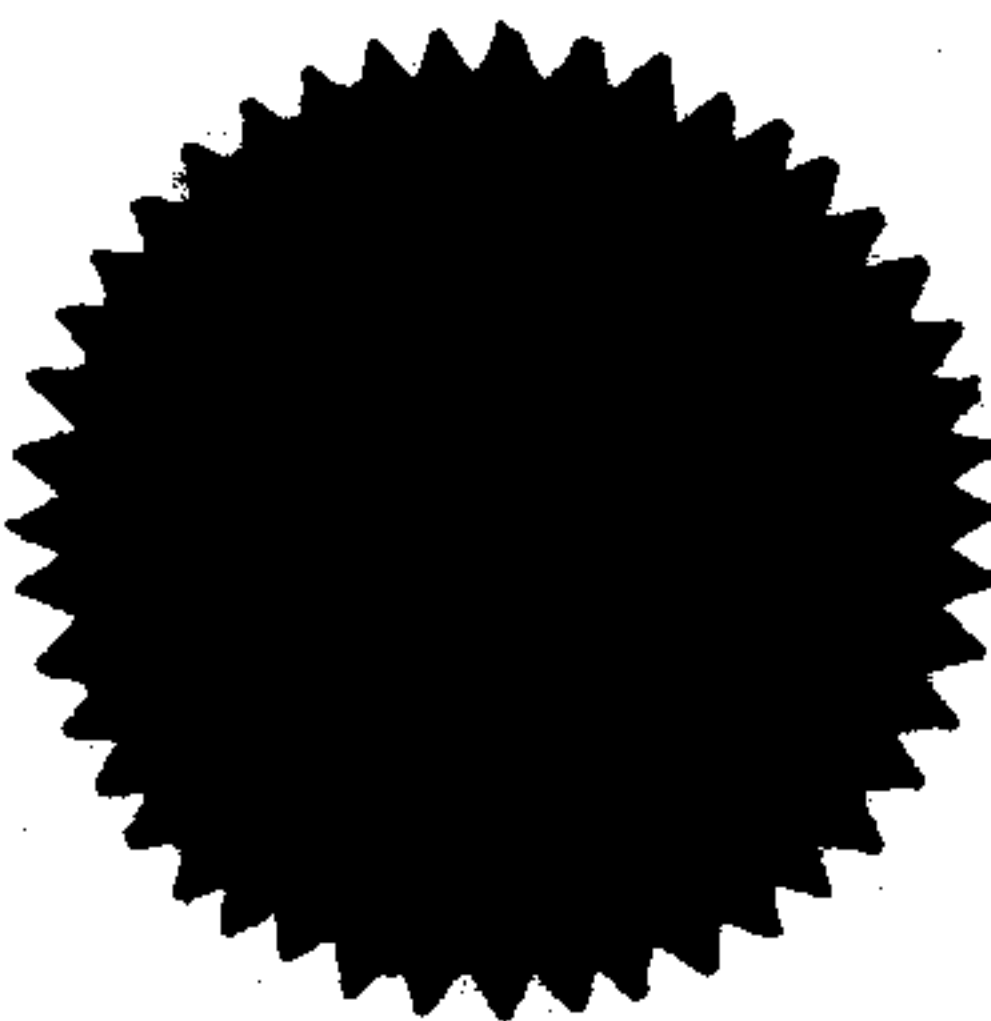
OF

SOUTHERN FAMILY HEALTH INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of SOUTHERN FAMILY HEALTH, INC., duly signed and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of SOUTHERN FAMILY HEALTH, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 30TH day of MARCH, 2000.



*Patricia Geyer Schumacher*

Judge of Probate

Inst # 2000-10291

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SHELBY COUNTY JUDGE OF PROBATE

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