

PROFESSIONAL ARTICLES OF INCORPORATION
OF
DAVID W. MORRISSE O.D., PC

a professional corporation

(Pursuant to the provisions of the Alabama Business Corporation Act)

The undersigned person(s), for the purpose of forming a professional corporation under the laws of Alabama, adopts the following Articles of Incorporation:

1. **Name and Duration.** The name of this corporation is David W. Morrisse O.D., PC. The duration of the Corporation shall be perpetual.

2. **Purpose and Initial Business.** The general nature of the business proposed to be transacted by the corporation, at any place within the United States, and the objects and purposes for which the corporation is established, are as follows:

a. In accordance with Alabama statutes, the practice of David W. Morrisse O.D., PC by and through its shareholders, directors, officers, agents and professional employees, all of whom shall be duly licensed to practice in the State of Alabama, all within and subject to the laws of the State of Alabama and the rules and regulations controlling the practice of that profession, and without violation of the ethics of that profession. The corporation may employ ancillary personnel to work at the direction and under the supervision of the personnel who are licensed to practice that profession.

b. The corporation shall have the broad general powers set forth in Alabama statutes.

3. **Capital Stock.** The authorized capital stock of the corporation shall consist of 1,000 shares of common stock with a \$5 par value. Such stock shall be issued when paid for in cash, services, real estate or personal property, and shall be issued as fully paid and forever non-assessable. The judgment of the Board of Directors as to the value of the property or services rendered in exchange for its stock shall be conclusive.

No person who is not licensed to practice optometry in the State of Alabama shall have any part in the ownership, management or control of the corporation, nor may any proxy to vote any shares of the corporation be given to a person not so licensed.

Shares of stock in this corporation may be issued or transferred only to persons duly licensed to practice such profession in the State of Alabama. If any shareholder, director, officer, agent or employee becomes legally disqualified to render such professional services in the State

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of Alabama, his office or employment shall be forthwith terminated; and within 90 days following death, incompetence, bankruptcy, retirement, resignation, expulsion, termination or other legal disqualification of a shareholder, all the shares of such shareholder shall be transferred to or acquired by persons qualified to own such shares, as restricted in the by-laws, or by the corporation itself. Until such transfer is effected, such shares shall not be entitled to be voted. The by-laws of this corporation shall fix the price or method of computing the price, together with the schedule of payment therefor, for acquiring such shares in the event the shares are not otherwise acquired within the 90-day period by persons qualified to own the same. The by-laws shall provide for the manner in which dividends shall be paid on the shares.

4. **Distributions from Capital Surplus.** The Board of Directors of the corporation may, from time to time, distribute on a pro rata basis to its shareholders, out of the capital surplus of the corporation, a portion of its assets in cash or property.

5. **Repurchase of Shares.** The Board of Directors of the corporation may, from time to time, cause the corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the corporation.

6. **Registered Agent.** The corporation appoints David W. Morrisse, who has been a bona fide resident of Alabama for at least three years, its statutory agent in and for the State of Alabama. The name and address of the registered agent is as follows:

David W. Morrisse
919 Jackson Circle
Helena, Alabama 35020

7. **Known Place of Business.** The known place of business of the corporation shall be 919 Jackson Circle, Helena, Alabama 35020.

8. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the by-laws.

The initial Board of Directors shall consist of one person, who shall serve until successors are qualified according to the by-laws and whose name and address is:

David W. Morrissee
919 Jackson Circle
Helena, Alabama 35020

9. **Incorporator.** The name and address of the undersigned incorporator is:

David W. Morrisse
919 Jackson Circle
Helena, Alabama 35020

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Alabama Secretary of State for filing.

10. **Professional Relationship and Responsibility.** Nothing in these Articles shall be construed to alter any law applicable to the relationship between persons furnishing and receiving professional services, including but not limited to liability arising therefrom, and the shareholders of the corporation shall be and remain jointly and severally responsible for such liability.

11. **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

12. **Directors' Liability.** No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of law (Director Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

13. **Indemnification of Officers, Directors, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director, officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, intending that they be effective as of January 1, 2002.


David W. Morrisse

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

THIS DOCUMENT PREPARED BY:

Daniel S. Campbell, PC
202 Alabama Avenue SW
Fort Payne, Alabama 35967

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:

David W. Morrissey O.D., P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of C Amos Mitchum, 3176 Cahaba Heights Rd Ste 100, Birmingham, AL 35243 for a period of one hundred twenty days beginning October 4, 2001 and expiring February 2, 2002.



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 4, 2001

Date

Jim Bennett

Secretary of State

Inst # 2002-04098

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