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ARTICLES OF INCORPORATION
OF
VALLEYDALE DENTAL ASSOCIATES, P.C.
TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA

The undersigned shareholder, desiring to organize a professional corporation under the provisions of the Revised Alabama Professional Corporation Act, Chapter 4, Title 10, Code of Alabama 1975, does hereby adopt these Articles of Incorporation and shall, upon the making and filing for record of these Articles of Incorporation in the county in which the principal office is established hereunder, constitute a Professional Corporation (hereinafter referred to as the "Professional Corporation"), as follows:

ARTICLE I

NAME

The name of the Professional Corporation is **VALLEYDALE DENTAL ASSOCIATES, P.C.**

ARTICLE II

DURATION AND SEPARATE ENTITY

The Professional Corporation shall continue perpetually as a separate entity independent of its shareholders.

ARTICLE III

PURPOSE

The sole purpose for which the Professional Corporation is organized is to carry on the professional service of the practice of **DENTISTRY** (hereinafter referred to as the "Professional Service"), and the Professional Corporation shall not engage in any business or professional service other than rendering the Professional Service for which it is expressly organized.

ARTICLE IV

POWERS

In furtherance of the purpose of the Professional Corporation, the Professional Corporation shall have the following powers:

- (a) To act in the same capacity possessed by natural persons.
- (b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment.
- (c) To own real or personal property necessary or appropriate for rendering the Professional Service.
- (d) To contract in its own name.
- (e) To take, hold and sell real or personal property in its own name, independent of its shareholders.
- (f) To sue and to be sued as an independent entity as provided by law.
- (g) To have and to exercise all powers conferred by the laws of the State of Alabama upon corporations by the Revised Alabama Professional Corporation Act and by any other law of the State of Alabama as if such powers were set forth in full herein.
- (h) To have and to exercise all powers set forth in any other Article of these Articles of Incorporation and within the scope of the purposes and

provisions of the Revised Alabama Professional Corporation Act, the power:

- (1) To have perpetual succession by its professional corporation name.
- (2) To have a professional corporation seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (3) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (4) To lend money and use its credit to assist its employees.
- (5) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the Professional Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
- (6) To elect or appoint officers and agents of the Professional Corporation, and define their duties and fix their compensation.
- (7) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Professional Corporation.
- (8) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (9) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (10) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and

other incentive plans for any or all of its directors, officers and employees.

(11) To have and exercise all other powers necessary or convenient to effect its purpose.

The powers specified hereinabove, and all words and clauses appearing therein, are used in their broadest sense and shall be so construed; provided, however, that nothing herein shall be so construed as to give the Professional Corporation a power which would be unlawful to possess under the laws of the State of Alabama for a professional corporation, organized to render the Professional Service provided herein.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office of the Professional Corporation shall be 2121 HIGHLAND AVENUE SOUTH, BIRMINGHAM, AL 35205, and its initial registered agent at such address shall be PATRICK F. SMITH. In accordance with the requirements of the Alabama Business Corporation Act, the registered office and registered agent of the Professional Corporation may be changed by resolution of the Board of Directors, duly filed with the Secretary of State of the State of Alabama.

ARTICLE VI

CAPITAL

(a) **AGGREGATE NUMBER OF SHARES AND PAR VALUE.**

The Professional Corporation shall have authority to issue TEN THOUSAND (10,000) shares of common stock, all of the same class and having a par value of ONE CENT (\$0.01) per share.

(b) **ISSUANCE OF SHARES AND CONSIDERATION**

THEREFOR. The Professional Corporation may from time to time issue its shares of

stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, other property (tangible or intangible), or labor or services actually performed for the Professional Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the shareholders, as the case may be, as to the value of the consideration received for the shares shall be conclusive. Neither promissory notes nor future services, however, shall constitute payment or part payment for the issuance of the shares of the Professional Corporation. When payment of the consideration for which the shares are to be issued shall have been received by the Professional Corporation, such shares shall be deemed to be fully paid and non-assessable, and the holder of such shares shall not be liable for any further payment in respect thereof.

(c) **RESTRICTION ON ISSUANCE OF SHARES.** The Professional Corporation may issue shares of its capital stock only to qualified persons as that term is defined by Section 10-4-382(5) of the Alabama Code of 1975, as that Section may from time to time be amended (hereinafter referred to as "qualified person" or "qualified persons"). A shareholder may voluntarily transfer his, her, or its shares in the Professional Corporation only to another qualified person. Any shares issued in violation of this provision are null and void.

(d) **VOTING TRUSTS.** A voting trust with respect to shares of the Professional Corporation shall not be valid unless all the trustees and beneficiaries thereof are qualified persons; except that a voting trust may be validly continued for a period of twelve (12) months after the death of a deceased beneficiary or after a beneficiary has ceased to be a qualified person.

ARTICLE VII

INCORPORATORS AND SHAREHOLDERS

(a) **INCORPORATOR AND INITIAL SHAREHOLDER.** The name and address of the incorporator and initial shareholder of the Professional Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDUARDO GENTRY GONZALEZ	442 SUMMIT PL BIRMINGHAM, AL 35243

The shareholder listed above is a qualified person.

(b) **VOTING RIGHTS.** Except as otherwise set forth in these Articles of Incorporation or by law, each outstanding share shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

(c) **RESTRICTION ON TRANSFER OF SHARES.** Shares of stock of the Professional Corporation may be sold, pledged, assigned, given or transferred only to qualified persons. Any transfer of shares in violation of this Section shall be void. In addition, the transfer of shares of stock of the Professional Corporation shall be subject to the following:

- (1) **RIGHT OF FIRST REFUSAL.** No share of stock shall be sold, given, assigned, or otherwise transferred, to any qualified person unless it first shall have been offered for sale to the Professional Corporation and any other shareholders of the Professional Corporation upon the terms and conditions described in subparagraph (d) hereof.
- (2) **DEATH OR DISQUALIFICATION OF SHAREHOLDER.** If any shareholder who had been a qualified person dies or ceases to be a qualified person, the shareholder or the shareholder's personal representative shall offer for sale all his, her, or its stock in the

Professional Corporation upon the terms and conditions set forth in subparagraphs (d) and (e) hereof.

(d) **OFFER FOR SALE.** Whenever a shareholder is required to offer his, hers, or its stock in the Professional Corporation for sale under the terms of subparagraph (c) hereof, the Professional Corporation shall have the first option to purchase all or any part of the stock offered for sale upon the terms of sale set forth in subparagraph (e) hereof. The determination whether the Professional Corporation shall accept such offer shall be made at a special meeting of the shareholders by a majority vote of the shares of stock entitled to vote at such meeting; provided, however, that no share of stock held by the selling shareholder, irrespective of whether such share is included in the stock which he has offered to the Professional Corporation, shall be entitled to vote upon the determination, nor shall such share be treated as outstanding stock for the purpose of determining whether a quorum is present at such meeting. To the extent that the Professional Corporation does not purchase the stock offered for sale hereunder, each of the other shareholders shall have the right to purchase an amount of such stock which bears the same ratio to all of such stock as the purchasing shareholder's holding of stock of the Professional Corporation bears to the holdings of all such other shareholders desiring to purchase such stock.

(e) **TERMS OF SALE.** The price for any share or shares of stock in the Professional Corporation purchased and sold pursuant to the terms of this Article shall be the greater of the par value of such share or shares or the book value of such share or shares as of the end of the month preceding the month in which the death or disqualification of a shareholder or the offer for sale by a selling shareholder occurs. Book value shall be determined from the books and records of the Professional Corporation in accordance with generally accepted accounting principles applied on a consistent basis. Payment for such stock shall be made within a reasonable period of time after the date that the offer for sale or the death or disqualification of such shareholder occurs.

(f) **EFFECT OF PRIVATE AGREEMENTS.** Notwithstanding any other provision of this Article, the Professional Corporation and any shareholder or shareholders thereof may, from time to time, enter into an agreement or agreements that provide for the Professional Corporation or shareholders thereof to purchase a shareholder's stock at a price or upon terms other than the price and terms set forth herein. The terms of this Article and of such agreement shall be construed so as to give effect to the provisions of both, insofar as possible; but in the event of a conflict between the provisions of this Article and of such agreement, the provisions set forth in such agreement shall prevail.

(g) **PREEMPTIVE RIGHTS.** No shareholder shall have any preemptive rights to purchase any shares of the stock of the Professional Corporation, including treasury shares, which may be issued or sold by the Professional Corporation.

(h) **RIGHT OF PROFESSIONAL CORPORATION TO PURCHASE STOCK.** The Professional Corporation may purchase, exchange, take, receive, redeem, or otherwise acquire, own, hold, use or otherwise have an interest in or deal with, sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, shares of its own stock; provided, however, that the Professional Corporation shall not so act, directly or indirectly, with respect to shares of its stock in a manner which would be prohibited under the laws of the State of Alabama pertaining to professional corporations, or these Articles of Incorporation, and provided that the Professional Corporation shall not vote, directly or indirectly, shares of its own stock.

ARTICLE VIII

DIRECTORS

(a) **PROFESSIONAL CORPORATION TO BE GOVERNED BY BOARD OF DIRECTORS.** The Professional Corporation shall be governed by a Board of Directors elected by the shareholders and represented by officers elected by the Board of Directors, and no shareholder shall have the power to bind the Professional Corporation within the scope of the Professional Corporation's business or profession merely by virtue of his being a shareholder of the Professional Corporation. Directors need not be shareholders of the Professional Corporation; provided, however, at least one member of the Board of Directors shall be licensed to render the Professional Service, except that this limitation shall not apply for a period of twelve (12) months following the death of the sole shareholder of the Professional Corporation. No director who is not duly licensed to carry on the Professional Service for which the Professional Corporation is organized shall participate in any decisions constituting the practice of the Professional Service.

(b) **INITIAL BOARD OF DIRECTORS.** The number of directors comprising the initial Board of Directors shall be one (1). The name and address of the member of the initial Board of Directors who shall hold office until the first annual meeting of shareholders and until his successor or successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDUARDO GENTRY GONZALEZ	442 SUMMIT PL BIRMINGHAM, AL 35243

(c) **AUTHORITY OF BOARD OF DIRECTORS.** All powers of the Professional Corporation shall be exercised by or under authority of, and the business and affairs of the Professional Corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided by law. In furtherance and not in

limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To alter, amend, or repeal the By-Laws or adopt new By-Laws; provided, however, that the Board of Directors may not alter, amend, or repeal any By-Law establishing what constitutes a quorum at shareholders' meetings.

(2) To declare dividends on the Professional Corporation's outstanding shares, except when the Professional Corporation is insolvent, or when the payment thereof would render the Professional Corporation insolvent, or when the declaration or payment thereof would be contrary to any restriction contained in these Articles of Incorporation, and to determine the date or dates for the declaration and payment of such dividends.

(3) To distribute to the shareholders out of the capital surplus of the Professional Corporation, a portion of the Professional Corporation's assets, in cash or property, subject to the restrictions and provisions of the Alabama Business Corporation Act.

(4) To fix and determine and to vary the amount of working capital of the Professional Corporation; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(5) To take any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof without a meeting, if a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

(6) To remove any officer or agent of the Professional Corporation whenever, in the judgment of the Board of Directors, the best interest of the Professional Corporation will be served thereby.

The Professional Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authority expressly conferred upon the directors by statute.

(d) **REMOVAL OF DIRECTORS.** Notwithstanding any provisions to the contrary contained in these Articles of Incorporation, or in the By-Laws which may be adopted pursuant thereto, at a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, who may then forthwith at such meeting proceed to elect a successor or successors for the unexpired term.

ARTICLE IX

OFFICERS

(a) **NUMBER OF OFFICERS.** The officers of the Professional Corporation shall include a President, a Secretary, and such other officers as the Board of Directors may determine from time to time. Any one person may serve in more than one office. Officers need not be licensed to render the Professional Service, except for the President who shall be licensed to render the Professional Service; provided, however, this limitation shall not apply for a period of twelve (12) months following the death of the sole shareholder of the Professional Corporation. Officers need not be members of the Board of Directors, except for the President, who shall be a member of the Board of Directors.

(b) **RESTRICTION ON OFFICERS.** No officer who is not duly licensed to engage in the Professional Service for which the Professional Corporation is organized shall participate in any decision constituting the practice of the Professional Service.

(c) **POWERS OF OFFICERS.** Officers of the Professional Corporation shall have such powers, duties, and responsibilities as shall be set forth in the By-Laws of the Professional Corporation.

ARTICLE X

LIABILITY

The personal liability of a shareholder, employee director or officer of the Professional Corporation shall be no greater in any respect than that of a shareholder, employee, director or officer of a corporation organized under the Alabama Business Corporation Act.

ARTICLE XI

INDEMNIFICATION

Each person who shall serve as a director or officer of the Professional Corporation shall be indemnified by the Professional Corporation against all judgments, fines, costs and expenses, including attorney's fees, reasonably incurred by or imposed upon him, in connection with or resulting from any action, suit, or proceeding to which he is, or may be made a party, by reason of his being or having been a director or officer of the Professional Corporation (and including settlements made with a view to curtailment of litigation costs in amounts approved by the Board of Directors, but not including any case where, in the opinion of counsel for the Professional Corporation, the director or officer is liable, whether or not such person is a director or officer at the time such settlement is effected), at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable or to have been negligent or guilty of misconduct in the performance of his duty to the Professional Corporation as such director or officer. The right of indemnification herein provided shall not be exclusive of and shall be in addition to any other rights to which such person may be entitled as a matter of law.

ARTICLE XII
CONFLICT OF INTEREST

No contract or other transaction between the Professional Corporation and one or more of its directors or any other professional corporation, business corporation, professional association, firm or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Professional Corporation and if either:

(a) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

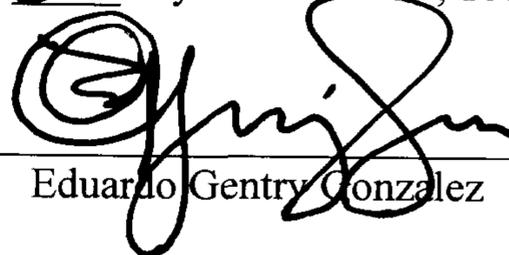
ARTICLE XIII
STATUTORY CHANGES

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of professional corporations or corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action by any part less than all of the shareholders of any such professional corporation or corporation, shall apply to this Professional Corporation and shall be binding upon not only this Professional Corporation but upon every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

ARTICLE XIV
AMENDMENT

The Professional Corporation reserves the right to amend, alter, change, restate or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the initial shareholder has hereunto subscribed his signature to these Articles of Incorporation this 22 day of November, 2002.



Eduardo Gentry Gonzalez

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:

Valleydale Dental Associates, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of C Clark Collier, 2121 Highland Ave, Birmingham, AL 35205 for a period of one hundred twenty days beginning October 30, 2002 and expiring February 28, 2003.

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 30, 2002



Date

Jim Bennett

Jim Bennett

Secretary of State