

STATE OF ALABAMA     )  
                                  )  
SHELBY COUNTY         )

This Instrument Prepared By:  
Brian J. Ritchey  
1910 28th Avenue South  
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION  
OF  
**AT HOME PET CARE, P.C.**

TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA:

The undersigned, who is duly licensed to practice veterinary medicine in the State of Alabama, desires to form a professional corporation pursuant to the Revised Alabama Professional Corporations Act, for the purpose of rendering veterinary services, and adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be **AT HOME PET CARE, P.C.**

ARTICLE II

The duration of the corporation shall be perpetual, provided however, that the Corporation may be dissolved by an affirmative vote of two-thirds of the issued and outstanding shares of the Corporation (excluding unissued share or shares reacquired by the Corporation) at a special meeting of the shareholders called for that purpose.

ARTICLE III

The purposes for which the corporation is formed are:

- (a) to engage in the practice of veterinary medicine as a professional corporation and to own and operate a medical clinic or travel to make house calls for the purposes of providing medical care and treatment;
- (b) to promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services; and
- (c) To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not prohibited by the laws of the State of Alabama, or by the provisions of these Articles of Incorporation.

In connection with the above mentioned purpose, the corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts to the extent permitted under the Alabama Professional Corporations Act.

#### ARTICLE IV

The post office address of the principal office of the corporation in the State of Alabama is 924 Burnt Pine Drive, City of Maylene, County of Shelby, Alabama, 35114, and the name of the initial registered agent of the corporation at such address is Michelle S. Johnson.

#### ARTICLE V

The name and post office address of the sole incorporator is:

**Michelle S. Johnson**  
924 Burnt Pine Drive  
Maylene, Alabama 35114

#### ARTICLE VI

The number of directors constituting the initial board of directors is one (1) and the name and post office address of such person who shall serve as director until her successor or successors are elected and qualify is:

**Michelle S. Johnson**  
924 Burnt Pine Drive  
Maylene, Alabama 35114

A member of the Board of Directors need not be a shareholder of the Corporation.

#### ARTICLE VII

The aggregate number of shares of stock that the corporation is authorized to issue is one thousand (1,000) shares, which shares shall be common stock having a par value of One and No/100 Dollars (\$1.00) per share. Stock shall be issued only to persons who are licensed to practice veterinary medicine in the State of Alabama.

The shareholders of this corporation shall have the right to increase or decrease the capital stock to such sum or sums as they may desire.

## ARTICLE VIII

This corporation shall have all the rights, powers, privileges and immunities conferred by said laws and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as fully as though set out herein.

## ARTICLE IX

The corporate powers shall be exercised by the board of directors, except as otherwise provided by statute, by these Articles of Incorporation, or By-Laws hereafter adopted, and any amendments to the foregoing.

In furtherance, and not in limitation, of the powers conferred by statute, the board of directors is expressly authorized:

- (a) To make and alter the By-Laws of this corporation, but By-Laws so made by the directors may be altered or repealed by the directors or shareholders;
- (b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends, to determine the date or dates for declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;
- (c) To make, from time to time (so far as may be permitted by law), temporary secured or unsecured loans when, in the judgment of the board of directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

The 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 authorities expressly conferred upon it by statute.

## ARTICLE X

This corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the corporation be solvent), as may be fixed from time to time by the board of directors, and may receive in payment thereof, in whole or in part, cash, labor done, or property actually received and applied to the corporation's purposes. In the absence of actual fraud in the transaction, the judgment of the board of directors as to the value of such labor or property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This corporation may, from time to time, lawfully enter into any agreement to which all, or

less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor.

#### ARTICLE XI

This corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a shareholder, before notice of a transfer or levy on such shares.

#### ARTICLE XII

This corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefor.

#### ARTICLE XIII

All persons who shall acquire shares of stock in this corporation shall acquire such shares subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

#### ARTICLE XIV

Every person (and the heirs, executors and administrators of such person) who is or was an officer, director or employee of the corporation, or of any other corporation which such person served as such at the request of the corporation, and of which the corporation directly or indirectly is a shareholder or creditor, or in which, or in the stocks, bonds, securities or other obligations of which it is in any way interested, may be indemnified by the corporation against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of such person being or having been an officer, director or employee of the corporation or such other corporation, or by reason of any employee of the corporation or such other corporation, or by reason of any action taken or not taken by such person in such capacity, whether such person continues to be an officer, director or employee at the time such liability or expense shall have been incurred, provided such person acted in good faith in what such person reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. As used herein, the terms "liability"

and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the corporation, but only if the board of directors shall find that such person has met the standards of conduct set forth in the preceding paragraph.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any by-law, agreement, vote of shareholders, or otherwise.

#### ARTICLE XV

If any shareholder, member of the Board of Directors, officer, agent or employee of the Corporation becomes legally disqualified to engage in the business of offering licensed veterinary services in the State of Alabama, or accepts employment or is elected to public office which, pursuant to existing law, is a restriction or limitation upon their veterinary practice, they shall sever all relations which they have with the Corporation of every kind, nature and description, including specifically, but not exclusively, their financial interest in the Corporation, their membership on the Board of Directors, their position as an officer of the Corporation or their position as an employee or agent of the Corporation, as the case may be.

#### ARTICLE XVI

The shareholders may waive, in writing, any requirement under the laws of the State of Alabama (where the laws permit such waiver) for the holding of a formal meeting with respect to any business to be transacted by this corporation, and may transact the business of the corporation by resolution executed or consented to in writing by all of the shareholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on this corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

#### ARTICLE XVII

The private property of the shareholders shall not be subject to payment of corporate debts as to any extent whatsoever.

ARTICLE XVIII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner, now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.


IN TESTIMONY WHEREOF, the undersigned has executed these Articles of Incorporation at Maylene, Alabama, effective the 2<sup>nd</sup> day of February, 2005.

  
**MICHELLE S. JOHNSON**

STATE OF ALABAMA     )  
                                      )  
JEFFERSON COUNTY     )

I, the undersigned, a notary public in and for said county and state, hereby certify that **MICHELLE S. JOHNSON**, whose name is signed to the above and foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the Articles of Incorporation, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 2<sup>nd</sup> day of February, 2005.

  
Notary Public  
My Commission Expires: 12/24/06

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**At Home Pet Care, P.C.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Ferris S Ritchey III, PO Drawer 590069, Birmingham, AL 35259-0069 for a period of one hundred twenty days beginning January 27, 2005 and expiring May 28, 2005.



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 27, 2005

Date

*Nancy L. Worley*

Nancy L. Worley

Secretary of State