

## **ARTICLE I**

### **NAME**

The name of the corporation, hereinafter referred to as the "Corporation" is NuVision Transport Inc.,

## **ARTICLE II**

### **DURATION**

The period of duration of the Corporation is perpetual.

## **ARTICLE III**

### **PURPOSE**

The Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. NuVision Transport Inc., is a non-profit

organization with a goal of improving transportation services to the sick, elderly, and handicapped. This company will take the patients to and from their doctor's appointments and treatment centers. The counties that we will initially focus on will be Shelby and Jefferson Counties in the state of Alabama. Eventually services will be rendered on a much broader scale to include other counties in Alabama and the southeastern United States. The company's goal is simply reach out to people that need transportation to medical appointments but would also like for the transportation to be punctual and courteous. The initial focus will be those patients in need of transportation to hemodialysis services. The misery suffered by patients that consist primarily of elderly, disabled, very sick individuals must be addressed. They are already experiencing the discomforts associated with the extended treatment periods; many are on the dialysis machines for three (3) to five (5) hours daily and many must be treated three days per week. A great percentage of these patients are also diabetic. The company will provide snacks during transport, to assist these patients, until which time they can secure a proper meal. This (the extended treatment) obviously is a tedious process; therefore the emphasis will be placed on timeliness. This transport company will assure that the patients will be at the designated centers for their appointments one hour prior to treatment, and will be picked up within an hour of completing treatment. Many of these patients currently have to wait several hours after treatment for a ride. This causes not only a problem for the patient but also the medical treatment staff, which must stay at these locations beyond regular scheduled hours, until the patients transportation arrives. This may be several hours after the patients have completed treatment and the treating facility has closed. The patients comfort is of paramount concern. Therefore we will have daily input surveys for the patients and we will also have the treatment facilities fill out a review form which will advise us of any problems that occur with our transportation. Research has revealed that more than 90% of dialysis patients depend on public transportation to and from treatments. They need reliable, conscientious, and professional transport service that is very caring. The respect and dignity of these patients is not optional. This will be achieved by hiring reliable and dependable staff. The transporters will undergo a training period of two to four weeks that will include topics such as handling patients with special needs, basic C.P.R. and the use of courtesy and tact. They will also be subjected to

random drug and alcohol test at any time during their employment with this company. Background checks will be administered prior to hiring to insure that the quality of the people hired will meet the company's required standard. Clean driving records as well as the ability to interact with people are a must. We believe that you can truly expect what you inspect therefore these drivers, as well as the entire process, will be under constant scrutiny. With these components in place, our mission of achieving the highest transport standards can and will be reached.

#### **ARTICLE IV LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

## **ARTICLE V**

### **DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VI**

### **DIRECTORS/MEMBERS**



The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

## **ARTICLE VII**

### **DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE VIII**

### **REGISTERED OFFICE**

The initial street address in the state of Alabama of the initial registered office of the Corporation is: ~~436 Fairfax Drive #8, Fairfield, Alabama 35064~~ <sup>710 Royal Oaks Drive Hoover, AL 35244</sup> and the name of the initial registered agent at such address is Maurice Stoutermire.

## **ARTICLE IX**

### **TERRITORY OF OPERATIONS**

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

## **ARTICLE X**

### **BOARD OF DIRECTORS**

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Alabama. The names and addresses of the persons who shall serve as directors until they choose to cease their duties, retire, die or until their successors shall have been elected and qualified, are as follows:

|                            |   |
|----------------------------|---|
| Christine V. Stoutermire   | 710 Royal Oaks Drive Hoover, Alabama 35244    |
| Christopher M. Stoutermire | 710 Royal Oaks Drive Hoover, Alabama 35244    |
| Maurice V. Stoutermire     | 436 Fairfax Drive #8 Fairfield, Alabama 35064 |
| Joseph Rucker Jr. ,        | 1821 Lyle Dr., Birmingham,Alabama 35235       |
| Anthony L. Vaughans        | 110 Glenn Smith Road, Ramer, Alabama 36069    |

## **ARTICLE XI**

### **INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

Christine V. Stoutermire  
710 Royal Oaks Drive  
Hoover, Alabama 35244

and

Maurice V. Stoutermire  
436 Fairfax Drive #8  
Fairfield, Alabama 35064

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation on this the 2 day of Feb, 20 05.

Maurice V. Stoutermire

Type or Print Name of Incorporator

Christine V. Stoutermire

Type or Print Name of Incorporator

Maurice V. Stoutermire

Signature of Incorporator

Christine V. Stoutermire

Signature of Incorporator

STATE OF ALABAMA

COUNTY OF SHELBY

The foregoing instrument was acknowledged before me this 2 day of February, 20 05.

Notary Public

TERRELL WILL

State of Alabama

JEFFERSON county

My Commission Expires:

2/06/07

Notary Seal:

# State of Alabama Shelby County

## Certificate of Incorporation

### Of **NuVision, Inc.**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **NuVision, 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 her by law, hereby issues this Certificate of Incorporation of **NuVision, Inc.**, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 3<sup>rd</sup> day of February, 2005

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

