

STATE OF ALABAMA       )  
SHELBY COUNTY        )

20060103000001860 1/5 \$95.00  
Shelby Cnty Judge of Probate, AL  
01/03/2006 12:02:04PM FILED/CERT

**ARTICLES OF INCORPORATION**  
**OF**  
**MOORE ORTHODONTICS, P.C.**

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

The undersigned, acting as incorporator, being desirous of forming a professional corporation, does hereby adopt and file these Articles of Incorporation under the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act.

**ARTICLE I**

The name of the professional corporation shall be and is: **Moore Orthodontics, P.C.**

**ARTICLE II**

The purpose for which the professional corporation is organized is to practice the profession of dentistry, including the specialty of orthodontics, and to render the same professional services to the public that a dentist duly licensed under the laws of the State of Alabama, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed dentist under the laws of the State of Alabama, and in accordance with the Revised Alabama Professional Corporation Act.

**ARTICLE III**

The professional corporation shall have all powers conferred by the laws of the State of Alabama on a professional corporation which include, but are not limited to, the following:

- (a) To invest funds in real estate, mortgages, stocks, bonds and other type of investment.
- (b) To own, purchase, rent, lease, mortgage, sell, hold, acquire, maintain, improve, use, dispose of or otherwise deal in and with real and personal property of any kind or character, wherever situated, necessary or appropriate for the rendering of professional services.
- (c) To pay pensions and establish pension plans, profit sharing plans, stock option plans, and any other incentive plans for any and all of its directors, officers and employees.



(d) To carry out its purposes in any country, state, county or municipality to the extent it is not unlawful.

(e) To make donations and gifts to charities, non-profit organizations, religious groups and churches.

(f) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable interests.

(g) To endorse, otherwise guarantee or obligate itself to or for a pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either or any bonds, debentures, notes and evidences of indebtedness, or performance of any contract or obligation.

(h) To borrow or lend money without security or upon the giving of a receipt of such security as the Board of Directors of the professional corporation may deem advisable by way of mortgage, pledge, transfer, assignment or otherwise, or real or personal property of every nature and description or by way of guarantee or otherwise.

(i) To enter into, make or perform contracts of any kind for any lawful purpose according to the Revised Alabama Professional Corporation Act and the laws of the State of Alabama with any person, firm, association, corporation or other entity.

(j) To make and exercise all powers as to enable the professional corporation to do any and every necessary, equitable, convenient and proper thing to accomplish its purpose.

#### ARTICLE IV

The professional corporation hereby elects to be governed by the provisions of the Revised Alabama Professional Corporation Act.

#### ARTICLE V

The name of the initial registered agent is: **Jon C. Moore, D.M.D., M.S.**

The initial registered office of the professional corporation shall be at: **5100 Cyrus Circle, Birmingham, Alabama 35242.** But the Board of Directors may, at any time, and from time to time, change the location of such registered office.

#### ARTICLE VI

The period of duration of the professional corporation shall be perpetual.



ARTICLE VII

The total number of shares of stock which the professional corporation has the authority to issue is one thousand (1,000) shares of a par value of one dollar (\$1.00) per share, all of which shall be common shares having non-cumulative voting rights.

ARTICLE VIII

Stock Restrictions. Shares of the professional corporation shall be issued only to individuals who hold licenses to practice dentistry and are legally authorized to render the same specific professional services as that for which the professional corporation was incorporated. The shareholder may voluntarily transfer her shares in the professional corporation only to an individual who holds a license to so practice. No shareholder of the professional corporation shall enter into a voting trust or any other type of agreement vesting in another person the authority to exercise the voting rights of any or all of his or her shares.

ARTICLE IX

Directors. The initial number of directors of the professional corporation shall be one (1), which number may be increased pursuant to the bylaws of the professional corporation. The name of the director who shall act until the first annual meeting, or until her successors are duly chosen and qualified, is:

Name:

Address:

Jon C. Moore, D.M.D., M.S.

5100 Cyrus Circle  
Birmingham, Alabama 35242.

ARTICLE X

The Board of Directors may adopt bylaws which may contain any provision for the regulation of the business and affairs of the professional corporation by the Board of Directors and shareholders, not inconsistent with the Articles of Incorporation or the laws of the State of Alabama and the Revised Alabama Professional Corporation Act.

The Board of Directors may adopt, alter, amend or repeal bylaws of the professional corporation. Bylaws so made by the directors may be amended, altered or repealed by the shareholders.

ARTICLE XI

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The name and post office address of the incorporator is:

Name:

Address:

Jon C. Moore, D.M.D., M.S.

5100 Cyrus Circle  
Birmingham, Alabama 35242

ARTICLE XII

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

IN WITNESS WHEREOF, the incorporator has hereunto affixed his hand and seal on this  
the 3 day of January, 2006.

Jon C. Moore (SEAL)  
JON C. MOORE, D.M.D., M.S.

PREPARED BY:

J. Birch Bowdre, Esq.

Wallace, Jordan, Ratliff & Brandt, L.L.C.

Post Office Box 530910

Birmingham, Alabama 35253

(205) 870-0555



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:

**Moore Orthodontics, P.C.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Michelle Steadman, PO Box 530910, Birmingham, AL 35253 for a period of one hundred twenty days beginning December 14, 2005 and expiring April 14, 2006.



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.

December 14, 2005

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State