


This instrument was prepared by:  
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STATE OF ALABAMA )

SHELBY COUNTY )

  
20090128000027600 1/2 \$40.00  
Shelby Cnty Judge of Probate, AL  
01/28/2009 01:51:52PM FILED/CERT

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
FLORENCE DERMATOLOGY FOUNDATION, L.L.C.**

Pursuant to Code of Alabama, Section 10-12-11, the undersigned members of Florence Dermatology Foundation, L.L.C., a limited liability company organized and existing under the laws of the State of Alabama, hereby submit the following:

WHEREAS, the name of the limited liability company is Florence Dermatology Foundation, L.L.C.;

WHEREAS, the Articles of Organization of the limited liability company were filed in the Office of the Judge of Probate of Shelby County, Alabama on March 27, 1996; and

WHEREAS, the members of the limited liability company desire to amend the Articles of Organization with respect to the duration and continuation of business and to restate all of the provisions of the Articles of Organization;

NOW, THEREFORE, in consideration of the premises, the Articles of Organization of the limited liability company are hereby deleted in their entirety, and amended and restated as follows:

1. The name of the limited liability company is Florence Dermatology Foundation, L.L.C.

2. The existence of the limited liability company commenced on March 27, 1996, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

3. The purposes for which this limited liability company is organized are (a) to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein; (b) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities; (c) to lend money, invest and reinvest its funds and take and hold real or personal property as security for the payment of funds so loaned or invested; and (d) to engage in the transaction of any and lawful business for which limited liability companies may be organized under the laws of the State of Alabama, as permitted under the Operating Agreement.

4. The location and mailing address of the registered office is 2471 Helton Drive, Florence, Alabama 35630-1067, and the name of the registered agent at said address is J. Michael Webb, M.D.

5. The names and addresses of the initial members were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Michael Rye, M.D.	809 Inverness Cliffs Birmingham, Alabama 35242
J. Michael Webb, M.D.	1011 Highway 150 Vandiver, Alabama 35176

6. The names and addresses of the current members are as follows:


<u>NAME</u>	<u>ADDRESS</u>
J. Michael Webb, M.D.	2471 Helton Drive Florence, AL 35630-1067
Joseph Wayne Hanson, M.D.	2471 Helton Drive Florence, AL 35630-1067

7. The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.

8. The limited liability company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned has affixed his hand and seal on this 8<sup>th</sup> day of ~~December~~, 2008.

JANUARY, 2009 ~

  
J. Michael Webb, M.D.

  
Joseph Wayne Hanson, M.D.

(MEMBERS)