


**STATE OF ALABAMA
COUNTY OF SHELBY**


20090209000043400 1/3 \$80.00
Shelby Cnty Judge of Probate, AL
02/09/2009 02:44:31PM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
ST. CLAIR CLINIC, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attest that the facts stated in these Articles of Organization are true and correct.

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be:

ST. CLAIR CLINIC, LLC

**ARTICLE II
DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

**ARTICLE III
PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are:

- a) To operate and manage an ambulatory care/occupational medicine clinic;
- b) In general, to carry on any other lawful business whatsoever in connection with the forgoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV
REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be 5219 Valleybrook Circle, Birmingham, AL 35244-1977 and its registered agent at such address shall be E. Payson Daugherty.

ARTICLE V
ADDITIONAL MEMBERS

The names and addresses of the initial members (the "Members") of the Company are:

MEMBER	ADDRESS
Freedom Billing, Inc.	151 Narrows Pkwy. Suite 110 Birmingham, AL 35242

ARTICLE VI
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the agreement by the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement, Member Services Agreement, and Employment Agreement.

ARTICLE VII
OPERATING AGREEMENT

The operating agreement of the Company shall be executed by the Members and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles.

ARTICLE VIII
CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing with ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement, Member Services Agreement, Employment Agreement, or Articles of Organization.




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ARTICLE IX
MANAGEMENT

Except as may be otherwise provided by law, in these Articles of Organization or in the Operating Agreement, the business and affairs of the Company shall be managed by (the "Director"). The name and address of the initial Director of the Company is as follows:

MANAGER	ADDRESS
E. Payson Daugherty	5219 Valleybrook Circle, Birmingham Alabama, 35244-1977

IN WITNESS WHEREOF, THE UNDERSIGNED Member have executed these Articles of Organization, on this the 5th day of February, 2009.



E. PAYSON DAUGHERTY
President
Freedom Billing, Inc.