



20090611000224020 1/7 \$95.00
Shelby Cnty Judge of Probate, AL
06/11/2009 02:55:11 PM FILED/CERT

ARTICLES OF INCORPORATION
OF
MONTEVALLO ANIMAL CLINIC, INC.

TO THE HONORABLE JAMES W. FUHRMEISTER,
JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned incorporator, desiring to form a corporation under the laws of the State of Alabama, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **MONTEVALLO ANIMAL CLINIC, INC.** (the "Corporation").

ARTICLE I

PURPOSES AND POWERS

1.1 **Purposes.** The purposes for which the corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might or could do in any part of the world, namely:

(a) **Principal Purposes.** The primary purposes for which the Company is organized are (i) to engage in the business of veterinary medicine; and (ii) engage in any and all activities related or incidental to the business of the Company.

(b) **All Lawful Activities.** In extension and not in limitation of the purposes hereinabove enumerated, to engage in any lawful act or activities for which corporations may be organized under the Alabama Business Corporation Act (the "Act").

1.2 **Powers.** To carry out the purposes hereinabove set forth, the corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to, the following:

(a) **Statutory Powers.** To have and exercise all the powers specified in the Act;

(b) **Employee Profit Sharing or Pension Plans.** To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful arrangements for sharing profits or providing pensions to its employees;

(c) **Enter into Partnerships, Etc.** To enter into any general or limited partnership or joint venture or to become a member of limited liability company under the laws of the state of Alabama or any other jurisdiction, the purpose of which is similar to the purposes hereinabove set forth in this article.

(d) **Purchase and Sale of Own Shares.** To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefor;

(e) **Guaranties Respecting Securities, Indebtedness, Contracts, Etc. of Other Persons.** To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranties are made in pursuance to the purposes set forth in this article.

(f) **Real Property.** To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein;

(g) **Personal Property.** To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them;

(h) **Intellectual Property.** To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications for them, licenses, privileges, processes, copyrights and applications therefor, trademarks and applications for them, and trade names and applications for them;

(i) **Interests in Other Businesses or Corporations and Other Intangible Personal Property.** To acquire (by purchase, exchange, lease, hire, incorporation, formation, or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either

alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals, or other entities;

(j) **Incur and Secure Indebtedness.** To borrow or raise monies from time to time, without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or afterward acquired;

(k) **Charitable Donations.** To make donations for the public welfare or for charitable, scientific, or educational purposes;

(l) **Indemnification of Others.** To indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the corporation, or of any corporation which he served in such capacity at the request of the corporation, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding, or in connection with any appeal in it, and to reimburse any such person any amount paid upon any judgment or in the reasonable costs of settlement of any such action, suit or proceedings; but to make no indemnification or reimbursement in relation to matters as to which it shall be finally adjudged in this action, suit, or proceeding that the director, officer, or employee is liable for gross negligence or willful misconduct in the performance of duty to the corporation; and

(m) **Supplementary and Complementary Powers.** To do all and everything necessary, suitable, or proper for the accomplishment of any of the enumerated purposes or any other purpose which the directors may deem advantageous for the corporation, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or as agents, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation under the Act or any amendment to or replacement thereof, and the enjoyment and exercise thereof by the corporation to the full extent permitted by the laws of the State of Alabama.

**ARTICLE II
CAPITAL STOCK**

The total amount of the authorized capital stock of the corporation shall be one thousand (1,000) shares of common stock of the par value of \$1.00 each, \$1,000.00 authorized capital stock. All of said stock shall be common stock and none shall be preferred stock, or stock of a different class.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Alabama is **3872 Highway 25 South, Montevallo, Alabama 35115**, and the initial registered agent at that office shall be **Samuel P. Parker**.

**ARTICLE IV
INCORPORATOR**

The name of the incorporator is **Samuel P. Parker** and his address 196 Tankersley Road, Wetumpka, Alabama 36092.

**ARTICLE V
DIRECTORS**

5.1 **Names and Addresses.** The Board of Directors shall consist of one or more directors as is fixed from time to time by resolution or bylaw provisions, approved and adopted by the Board of Directors of the corporation. The initial Board of Directors shall consist of two (2) directors, and the name and address of the director appointed to serve for the corporation's first year and, thereafter, until their successor is elected and assumes office is as follows:

Samuel P. Parker	Kelly B. Parker
196 Tankersley Road	196 Tankersley Road
Wetumpka, Alabama	Wetumpka, Alabama

5.2 **Limitation on Liability of Directors.** No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (a) the amount of a financial benefit received by a director to which he or she is not entitled, (b) an intentional infliction of harm to the corporation or the

shareholders, (c) a violation of Section 10-2B-8.33, CODE OF ALABAMA 1975, (d) an intentional violation of criminal law, or (e) a breach of the director's duty of loyalty to the corporation or its shareholders. If the Act is hereinafter amended to further eliminate or limit the liability of a director, then a director of the corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall also be exempted from liability to the corporation and its shareholders to the fullest extent permitted by any such amendment to the Act.

ARTICLE VI OFFICERS

The name and address of the officer appointed to serve for the first year until his successor is elected and assumes office, and the office to which he has been chosen is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Samuel P. Parker	196 Tankersley Road Wetumpka, Alabama	President
Kelly B. Parker	196 Tankersley Road Wetumpka, Alabama	Secretary/Treasurer

ARTICLE VII DURATION

The duration of the corporation shall be perpetual.

ARTICLE VIII MISCELLANEOUS

Bylaws to Establish Annual Meeting Dates, Number of Directors, Powers and Duties of Officers; Adoption and Amendment of Bylaws. The dates on which the stockholders' annual meetings shall be held, the number of directors and their terms of office, and the term of office of the officers and their powers and duties shall be fixed by the bylaws of the corporation. The stockholders shall have power to make bylaws for the regulation and government of the corporation, its agents, servants, officers and for all other purposes not in conflict with the laws of the State of Alabama.



20090611000224020 6/7 \$95.00
Shelby Cnty Judge of Probate, AL
06/11/2009 02:55:11 PM FILED/CERT

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, does hereunto subscribe his name this 11th day of ~~May~~ ^{June}, 2009.

INCORPORATOR:

Samuel P. Parker

This instrument prepared by:
Robert J. Morris, Esq.
Morris & McAnnally, LLC
Post Office Box 490
Millbrook, Alabama 36054
Telephone: (334) 285-1976



20090611000224020 7/7 \$95.00
Shelby Cnty Judge of Probate, AL
06/11/2009 02:55:11 PM FILED/CERT

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Montevallo Animal Clinic, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert J Morris, 50 Wisteria Place, Millbrook, AL 36054 for a period of one hundred twenty days beginning May 13, 2009 and expiring September 11, 2009.



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.

May 13, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State