

STATE OF ALABAMA)
SHELBY COUNTY)


20100713000222730 1/4 \$96.00
Shelby Cnty Judge of Probate, AL
07/13/2010 03:09:04 PM FILED/CERT

**ARTICLES OF INCORPORATION
OF
KENDALL MULLINS, OD**

The undersigned incorporators do hereby form a corporation under the Alabama Business Corporation Act, and do declare:

ARTICLE I
NAME

The name of the Corporation shall be “Kendall Mullins, OD”

ARTICLE II
PURPOSES

The purposes for which this Corporation is organized are:

- (a) To operate as an independent contracted optometrist center out of Calera Vision Center, LLC, located at 309 Airport Commons Drive, Ste 304, Calera, AL 35040.
- (b) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

ARTICLE III
AUTHORIZED SHARES

The total number of shares which the Corporation shall have authority to issue shall be One Hundred (100) shares of Common of the par value of One and 00/100 Dollars (\$1.00) per share and consisting of one class only.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the Corporation’s initial registered agent at said address shall be as follows:

Registered Agent

Kendall Mullins

Registered Office

309 Airport Commons Drive, Ste 304
Calera, AL 35040

ARTICLE V
INITIAL BOARD OF DIRECTORS

The name(s) and addresses of the person(s) who are to serve as the initial directors until the first annual meeting of shareholder(s), or until successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Kendall Mullins	532 Yellowstone Drive Birmingham, AL 35206

ARTICLE VI
INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Kendall Mullins	532 Yellowstone Drive Birmingham, AL 35206

ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

ARTICLE VIII
LIMITATION OF LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the

Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article VIII. Any repeal or modification of this Article VIII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

THE UNDERSIGNED, being all of the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, have executed the foregoing Articles of Incorporation on this 13 day of July, 2010

x *Kendall Mullins*
Kendall Mullins

(INCORPORATOR)

THIS INSTRUMENT WAS PREPARED BY:
Byron Woodrow Ketcham, III
LAW OFFICE OF BYRON
WOODROW KETCHAM, III, LLC
205 Eastwood Drive
Homewood, AL 35209

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:

Kendall Mullins, OD Corp.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Byron W Ketcham, III, 205 Eastwood Drive, Homewood, AL 35209 for a period of one hundred twenty days beginning July 8, 2010 and expiring November 6, 2010.



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.

July 8, 2010

Date

Beth Chapman TM
Beth Chapman Secretary of State