


STATE OF ALABAMA)

COUNTY OF SHELBY)


20100816000260700 1/3 \$81.00
Shelby Cnty Judge of Probate, AL
08/16/2010 11:43:20 AM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
DIRECT PAY PROVIDER NETWORK, 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 agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is Direct Pay Provider Network, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual beginning on the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama. Provided, however, that the Company shall be dissolved (a) as provided in the Operating Agreement, as amended from time to time, or (b) as may be required by the Alabama Limited Liability Company Act.

ARTICLE III

The purpose or purposes for which the Company is organized are as follows:

The transaction of any and all lawful business (except that the Company shall not be engaged in the business of banking) for which limited liability companies may be organized under the Alabama Limited Liability Company Act, including, but not limited to, any and all transactions and business activities which are necessary, appropriate or incidental to the operation of a preferred provider network offering discounted rates to payors. Notwithstanding the foregoing, the Company may not hold or deal in interests of other companies, issue debt, lend money, establish and pay pensions, hold an interest in another entity or render professional services.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 150 Mallard Point Circle, Pelham, Alabama 35124. The initial registered agent for service of process at the foregoing address shall be Paul Williams.

ARTICLE V

The names and mailing addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Greg West	4141 Redwing Drive Birmingham, Alabama 35243
Paul Williams	150 Mallard Point Circle Pelham, Alabama 35124

ARTICLE VI

The initial members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there is at least one remaining member; or (ii) there is no remaining member, and the holders of all the financial rights in the Company agree in writing, within 90 days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members, or (iii) the legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in the operating agreement or articles of organization.

ARTICLE VIII

The Company shall be managed by its members.

ARTICLE IX

The following person shall serve as the organizer of the Company and shall execute and file this document with the Office of the Judge of Probate of Shelby County, Alabama:

<u>NAME</u>	<u>MAILING ADDRESS</u>
William B. Stewart	Wallace, Jordan, Ratliff & Brandt, L.L.C. 800 Shades Creek Parkway, Suite 400 Birmingham, Alabama 35209



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ARTICLE X

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

ARTICLE XI

All other provisions for the regulation of the internal affairs of the Company shall be set out in the Operating Agreement, as amended from time to time and shall be in compliance with the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization this the 16 day of August, 2010.



ORGANIZER

This instrument prepared by:

William B. Stewart, Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
800 Shades Creek Parkway, Suite 400
Birmingham, Alabama 35209
email: wstewart@wallacejordan.com