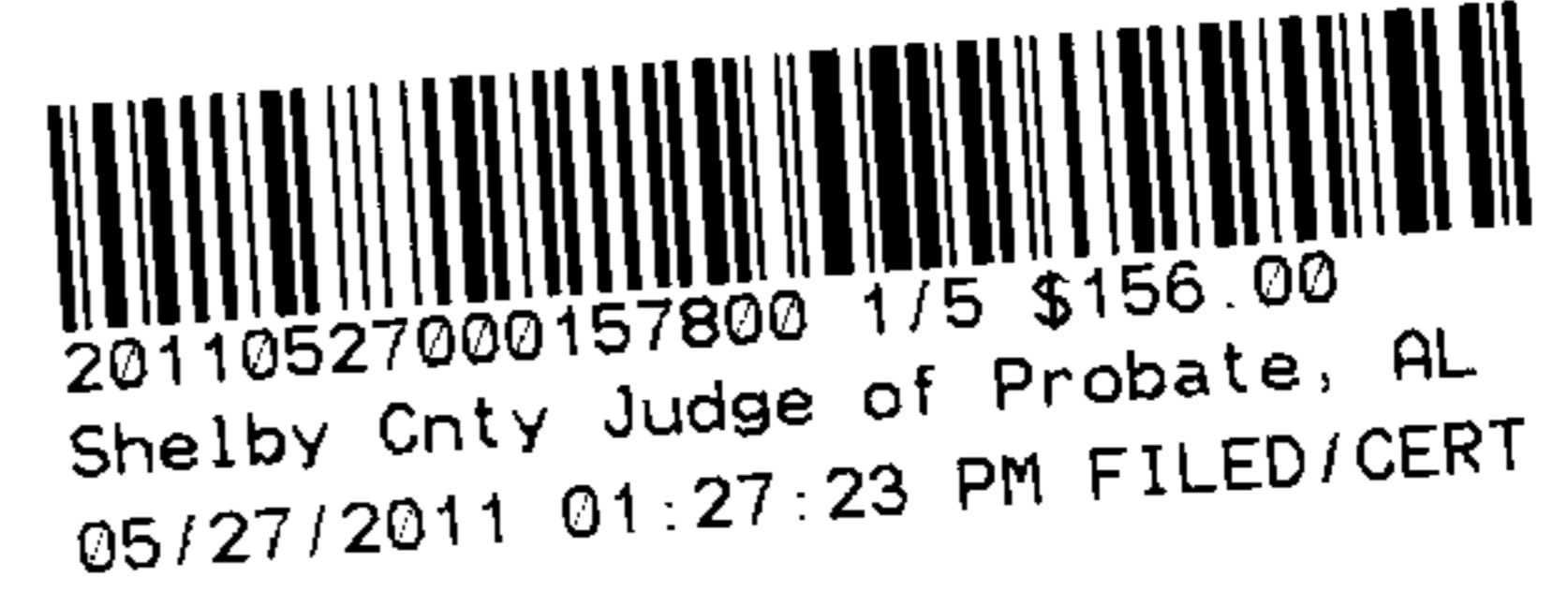


This Document Prepared by:
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STATE OF ALABAMA)
)
COUNTY OF SHELBY)



ARTICLES OF ORGANIZATION
OF
HEARTSOUTH PROPERTIES, LLC

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company under Title 10A of the Code of Alabama (1975), as amended (the "Alabama Business and Nonprofit Entities Code"), hereby files 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 attests that the facts stated in this Articles of Organization are true and correct:

ARTICLE I
NAME

The name of this entity (the "Company") shall be: **HEARTSOUTH PROPERTIES, LLC.**

ARTICLE II
TYPE

The Company is a limited liability company.

ARTICLE III
PURPOSES

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

- (a) To purchase, sell, develop, manage, and hold real estate, directly or indirectly, and all other services related or ancillary thereto;
- (b) To manage, purchase, or acquire by assignment, transfer, or otherwise, and hold, mortgage, or otherwise pledge, and to sell, exchange, transfer, deal in, and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out, and enjoy any licenses, power, authority, concession, right, or privilege which any company may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds, or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges, and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;
- (d) To acquire the goodwill, rights, assets, and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association, or corporation; to pay for the same in cash, debt obligations of the Company, or by the transfer of an interest or the granting of membership in the Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and
- (e) In general, to carry on any other lawful business whatsoever in connection with the foregoing 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 **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.



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ARTICLE V
REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be 1022 North 1st Street, Suite 500, Alabaster, Alabama 35007, and its registered agent at such address shall be John D. McBrayer, M.D.

ARTICLE VI
ORGANIZER

The name and address of the organizer are as follows:

David M. Hunt
Johnston Barton Proctor & Rose LLP
Colonial Brookwood Center
569 Brookwood Village, Suite 901
Birmingham, Alabama 35209

ARTICLE VII
ADDITIONAL MEMBERS

The members of the Company (the "Members") reserve the right to admit additional Members upon the agreement of 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.

ARTICLE VIII
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 of Organization.

ARTICLE IX
CONTINUATION UPON CESSATION OF MEMBERS

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 within 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 or the Articles of Organization.

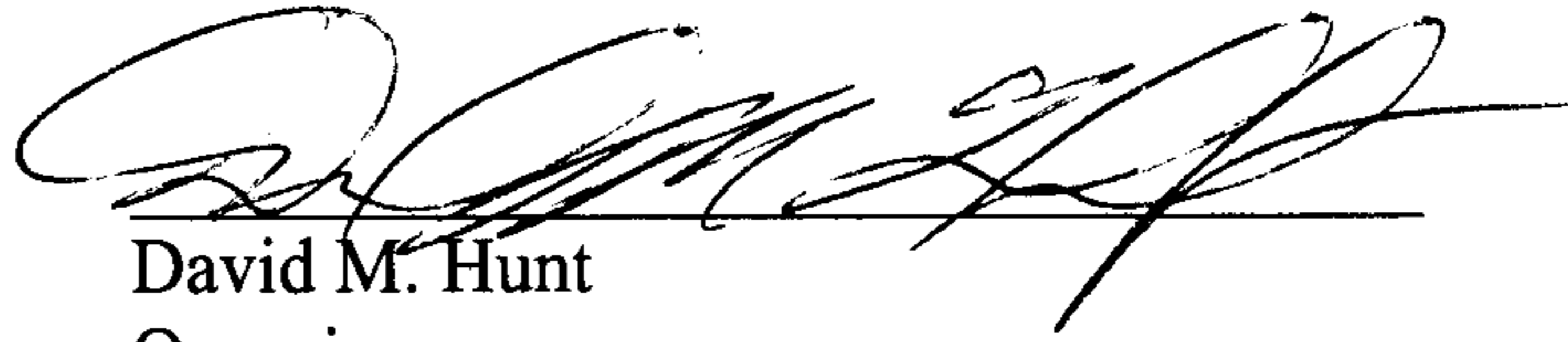


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ARTICLE X
MANAGEMENT

The Company's business and operations shall be managed by its Members.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 27th day of May, 2011.



David M. Hunt
Organizer



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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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

HeartSouth Properties, LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of LAURA M JENKINS, 569 BROOKWOOD VILLAGE STE 901, BIRMINGHAM, AL 35209 for a period of one hundred twenty days beginning May 20, 2011 and expiring September 18, 2011

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.



581-156

May 24, 2011

Date

Beth Chapman
Beth Chapman Secretary of State