

CERTIFICATE OF FORMATION

OF

BIRMINGHAM CAREGIVERS, LLC


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Shelby Cnty Judge of Probate, AL
06/07/2011 03:43:18 PM FILED/CERT

The undersigned organizer, intending to organize a limited liability company under the Alabama Limited Liability Company Law, Title 10A, Chapter 5, *Code of Alabama* (1975), as the same may be amended from time to time, hereby adopts the following Certificate of Formation:

ARTICLE I

NAME

The name of the limited liability company shall be Birmingham Caregivers, LLC (the "Limited Liability Company").

ARTICLE II

TYPE OF ENTITY

The entity shall be a limited liability company.

ARTICLE III

DURATION

The period of duration of the Limited Liability Company is perpetual.

ARTICLE IV

PURPOSE

The purpose for which the Limited Liability Company is organized is to provide private duty home care, and for any other lawful purpose or purposes for which limited liability companies may be organized under the Alabama Limited Liability Company Law and agreed upon by the members of the Limited Liability Company from time to time, whether or not related or incidental to any of the foregoing activities.

ARTICLE V

REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office is 108 Chandalar Drive, Pelham, Alabama, 35124, and the name of the initial registered agent at said address is Arthur G. McMahon.

ARTICLE VI

INITIAL MEMBERS AND ORGANIZER

The names and mailing addresses of the initial members of the Limited Liability Company are:

<u>Name</u>	<u>Mailing Address</u>
Paul J. McMahon	108 Chandalar Drive Pelham, AL 35124
Arthur G. McMahon	108 Chandalar Drive Pelham, AL 35124

The name and mailing address of the organizer of the Limited Liability Company is:

<u>Name</u>	<u>Mailing Address</u>
Ross N. Cohen	2001 Park Place, Suite 1400 Birmingham, AL 35203

ARTICLE VII

ADDITIONAL MEMBERS

The members of the Limited Liability Company shall have the right to admit additional members to the Limited Liability Company in accordance with the terms of the operating agreement, if any, of the Limited Liability Company. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of a majority of the members at such time and upon such terms and conditions as may be mutually agreed upon by a majority of the members and the person desiring to become a member.

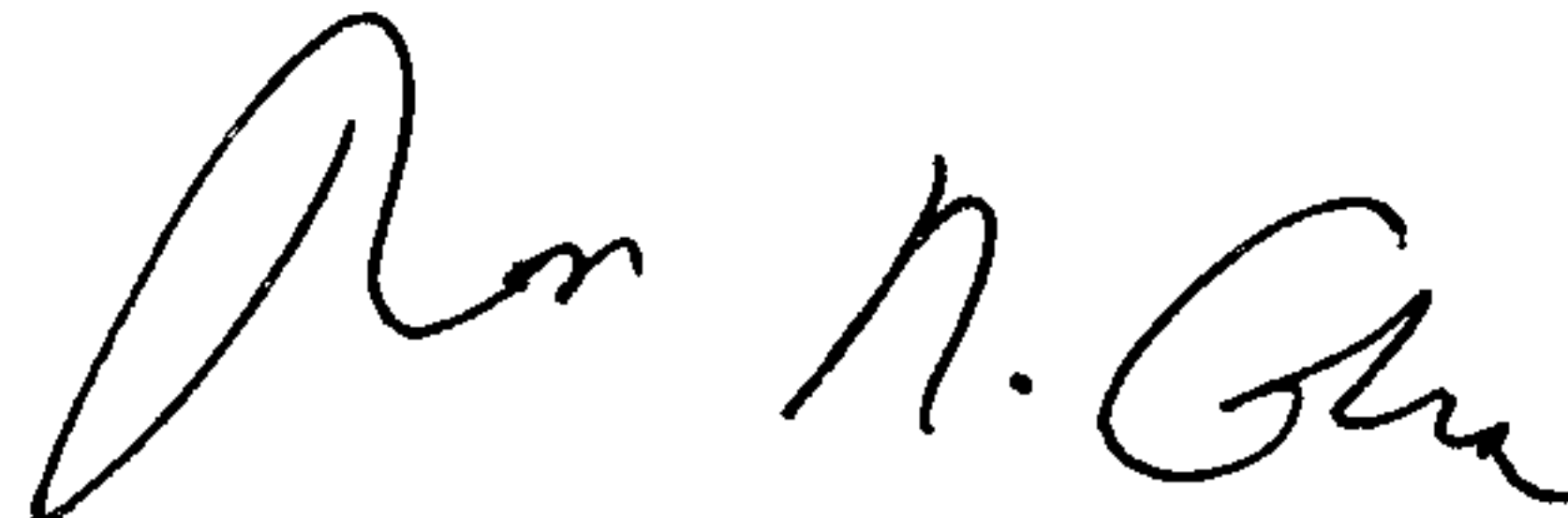
ARTICLE IX
MANAGEMENT

The management of the Limited Liability Company shall be by one or more managers elected by the members from time to time, according to the terms, qualifications and procedures set forth in the operating agreement, if any, of the Limited Liability Company. Subject to any provisions in the operating agreement of the Limited Liability Company, or the provisions of the Alabama Limited Liability Company Law restricting or enlarging the management rights and duties of any person or group or class of persons, the managers shall have the right and authority to manage the business or affairs of the Limited Liability Company and to make all decisions with respect thereto.

The names and mailing addresses of the initial manager, who is to serve as manager until his successor is elected and begins serving is:

<u>Name</u>	<u>Mailing Address</u>
Arthur G. McMahon	108 Chandalar Drive Pelham, AL 35124

IN WITNESS WHEREOF, the undersigned organizer has executed this Certificate of Formation as its organizer on this 3rd day of June, 2011.

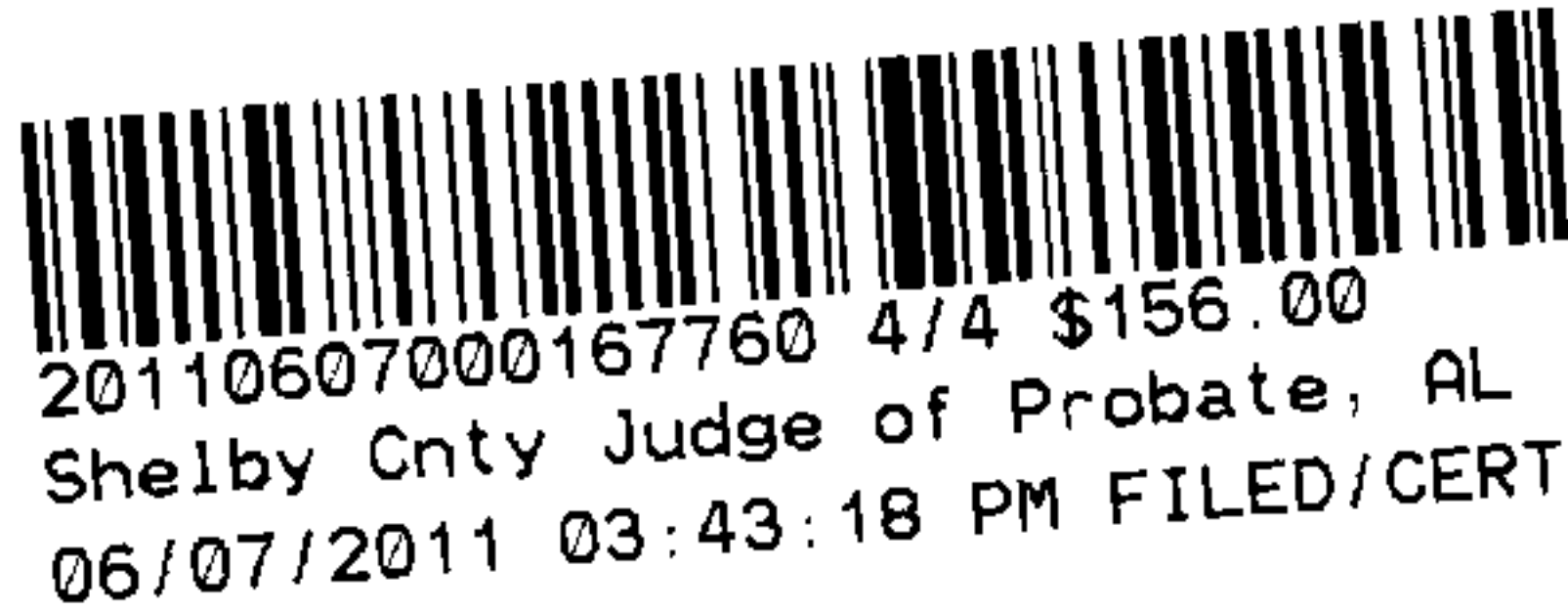


Ross N. Cohen

This Document Prepared By:

Ross N. Cohen, Esq.
Haskell Slaughter Young & Rediker, LLC
2001 Park Place North
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Birmingham, Alabama 35203

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:

BIRMINGHAM CAREGIVERS, LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of JANA W. CAPELLO, 2001 PARK PLACE, SUITE 1400, BIRMINGHAM, AL 35203 for a period of one hundred twenty days beginning May 31, 2011 and expiring September 29, 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.

June 2, 2011

Date

A handwritten signature in cursive script that reads "Beth Chapman".

Beth Chapman

Secretary of State