

CERTIFICATE OF INCORPORATION  
OF  
NATIONAL SERVICE SUPPLY, INC.

TO THE HONARABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Lee W. Burnett, who is nineteen (19) years of age, desiring to organize a body Corporate under the laws of the State of Alabama, and being the subscriber to the capital stock of the Corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

**ARTICLE I**

The name of the Corporation is National Service Supply, Inc. and the Corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

**ARTICLE II**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

The Corporation has been organized for the following purposes:

- (a) To operate, conduct and carry on the business of selling medical supplies and equipment and to control and manage businesses of any type or character.
- (b) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and character.
- (c) To apply for, 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, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

- (d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertains to the classes of business above specified; and own and operation mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations, establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.
- (e) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the Corporation.
- (f) To acquire stocks or bonds of this Corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or part of the obligations or liabilities of any person, firm, association or Corporation.
- (g) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or any other state or foreign country, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds, debentures or other evidences of indebtedness of this Corporation, and this Corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereof, 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 the State of Alabama.
- (h) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, script, coupons or other obligations or evidences of indebtedness, or any other corporation or association, domestic or foreign, or of any firm, partnership, or joint venture.
- (i) 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, the stock or other securities of the Corporation, 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 any such business.



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- (j) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the Corporation may deem advisable by way of mortgage, pledge, transfer, assignment or otherwise, of real and personal property of every nature and description or by way of guaranty, or otherwise.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (l) To issue bonds, debentures, or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.
- (m) To purchase, take, receive, redeem or otherwise acquire, hold, own pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, script or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.
- (n) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic.
- (o) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or corporation, as partner, joint venturer or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objectives of this Corporation.
- (p) To act as agent, jobber, broker, or attorney in fact, in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereof, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in claims affecting the same.
- (q) To enter into any plan or project for the assistance, protection or welfare of its employees.
- (r) To have one or more offices to carry on all of its operations and businesses without restriction or limit to the amount, in any of the states, districts, territories, commonwealths, possessions or colonies of the United States of America, and in any and all foreign countries, subject to the laws of such state, district, territory, commonwealth, possession, colony or country.
- (s) To carry on other business in connection with the foregoing.
- (t) To do any and all of the things therein set out and such other things incidental or conducive to the attainment of the objectives and purposes of this Corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all

such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this Corporation.

The forgoing clauses, and each phrase thereof, shall be construed as objectives and purposes of this Corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the Corporation, the directors, and the stockholders thereof, all in addition to those powers specifically conferred upon the Corporation by law, and is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner, the powers of the Corporation otherwise granted by law. Nothing therein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance, in any of its branches.

#### **ARTICLE IV**

The amount of total authorized capital stock of the Corporation shall be Ten Thousand and no/100 (\$10,000) Dollars, divided into Ten Thousand (10,000) shares of common capital stock, having a par value of One and no/100 (\$1.00) Dollar per share. The amount of paid-in capital stock with which the Corporation shall begin business shall be One Thousand and no/100 (\$1,000) Dollars, divided into One Thousand (1,000) shares of common capital stock having a par value of One and no/100 (\$1.00) Dollar per share.

#### **ARTICLE V**

The initial location of the principal office of the Corporation shall be at 2957 Pelham Parkway, Pelham, Shelby County, Alabama 35124. The Corporation shall maintain such other offices elsewhere, within or without the State of Alabama, as its Board of Directors may from time to time determine. The name and post office address of the registered agent of the Corporation is James Lee V, 156 Lake Terrace, Alabaster, Shelby County, Alabama 35007 and is the agent designated by the incorporators to receive subscriptions to the capital stock of this Corporation.



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## **ARTICLE VI**

The name and post office address of the Directors who shall hold office until the first annual meeting of stockholders and until their successors have been elected and qualified are as follows:

| NAME           | POST OFFICE ADDRESS                          |
|----------------|----------------------------------------------|
| Lee W. Burnett | 205 Cotton Blossom Road, Millbrook, AL 36054 |
| James Lee V    | 156 Lake Terrace, Alabaster, Alabama 35124   |

The names and post office addresses of the Officers who shall hold office until their successors have been duly elected and qualifies are as follows:

| NAME           | POST OFFICE ADDRESS                          | OFFICE              |
|----------------|----------------------------------------------|---------------------|
| Lee W. Burnett | 205 Cotton Blossom Road, Millbrook, AL 36054 | President           |
| James Lee V    | 156 Lake Terrace, Alabaster, Alabama 35007   | Vice-President      |
| James Lee V    | 156 Lake Terrace, Alabaster, Alabama 35007   | Secretary-Treasurer |

## **ARTICLE VII**

The name and post office addresses of the incorporators and the number of shares subscribed by them is as follows:

| NAME                | POST OFFICE ADDRESS                          | NUMBER OF SHARES |
|---------------------|----------------------------------------------|------------------|
| Lee W. Burnett      | 205 Cotton Blossom Road, Millbrook, AL 36054 | 600              |
| James Lee V         | 156 Lake Terrace, Alabaster, Alabama 35007   | 100              |
| William E. Crawford | 901 Granbury Road, Birmingham, Alabama 35216 | 100              |
| Linda J. West       | 104 Green Wing Circle, Pelham, Alabama 35124 | 100              |

  
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## **ARTICLE VIII**

The Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefore upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation, provided that such restrictions be stated upon each certificate representing such shares.

## **ARTICLE IX**

All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof..

## **ARTICLE X**

The President shall have the authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the Corporation and the Secretary and Assistant Secretary shall have the authority to affix said seal to instruments requiring it, and attest the same.

## **ARTICLE XI**

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute of by this Certificate of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized:

- (a) To adopt, amend and repeal the By-Laws of the Corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or Stockholders; and
- (b) To fix and determine and vary the amount of working capital of the Corporation; to determine what part, if any, of any accumulated profits shall be declared and paid as dividends; to determine the date, or dates, for the declaration and payment of dividends and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon Directors by statute.

## **ARTICLE XII**

No contract of other transaction between this Corporation and any person, firm, association or corporation and no other act of this Corporation shall, in the absence of fraud, be invalidated, or in any way affected, by the fact that any of the Directors of the Corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm association or corporation. Any Director of the Corporation individually, or any firm or association of which any Director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact the he or she, individually, or such firm or association is so interested, shall be disclosed or known to the Board of Directors or a majority of the members thereto as shall be present at any meeting of the Board of Directors, or of any committee of Directors having the powers of the full Board of Directors, at which action upon any such contract, transaction or other act is taken; and if such shall be disclosed or known, any Director of this

Corporation so related or otherwise interested, may be counted in determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and vote thereat with respect to such action with like force and effect as if he or she were not so related or interested. Any Director of the Corporation may vote upon such contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he or she is also a director of such subsidiary or affiliated corporation.

### **ARTICLE XIII**

Attached hereto, marked Exhibit "A", and made a part hereto, is a statement under oath made by said Lee W. Burnett, the officer or agent designated by the Corporation to receive subscriptions to the capital stock of said Corporation, showing the amount of capital stock the Corporation subscribed for and the amount thereof which has been paid. There is also attached hereto, marked Exhibit "B", and made a part hereto, a copy of the subscription list of said Corporation showing the amount of capital stock subscribed for each of the said incorporators and the manner in which subscriptions are provided to be discharged.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to this

Certificate of Incorporation on this, the 1st day of June 2011.



Lee W. Burnett

THIS INSTRUMENT PREPARED BY:

William E. Crawford  
901 Granbury Road  
Birmingham, Alabama 35216

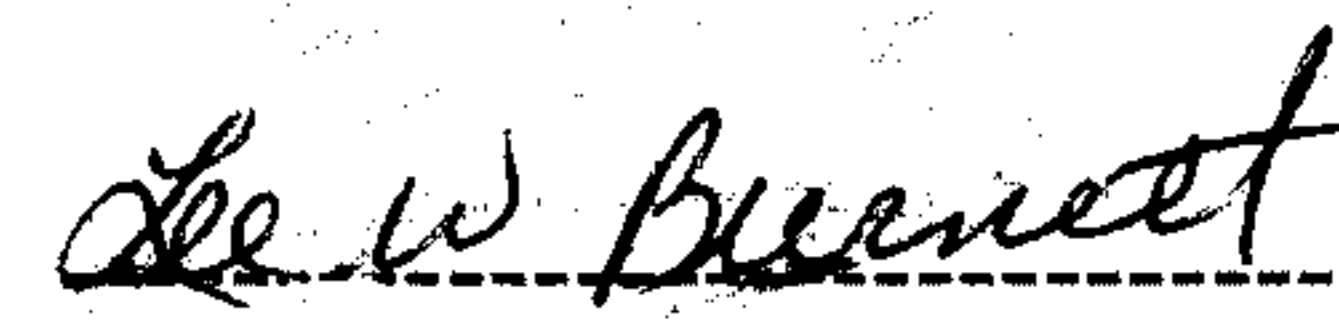
EXHIBIT "A"

STATE OF ALABAMA)

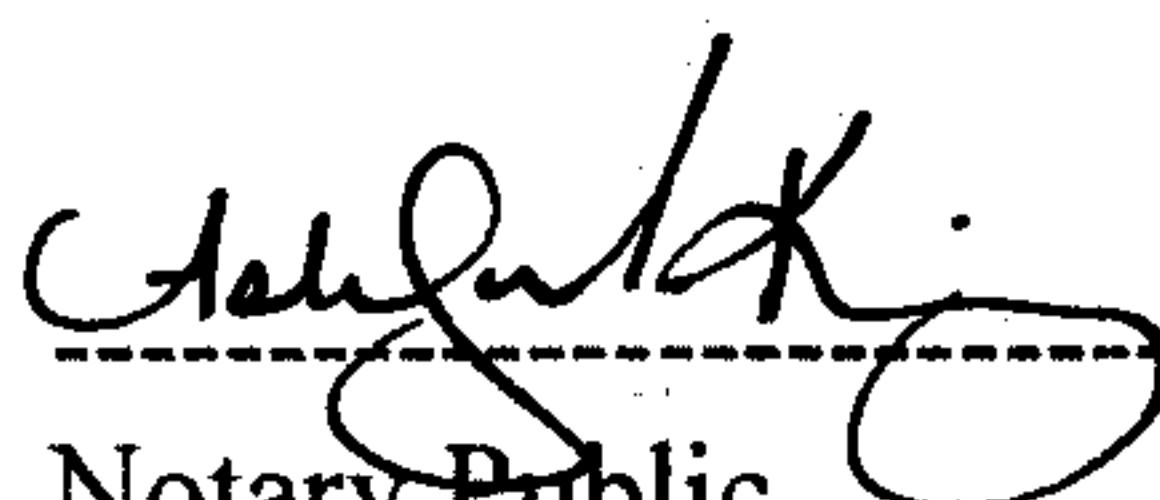
SHELBY COUNTY)

Before me, the undersigned authority, a Notary Public, in and for said County, in said State, personally appeared Lee W. Burnett, who is known to me, and who, being by me first duly sworn, deposes and says that he is the officer and agent designated and authorized by the incorporators of National Service Supply, Inc., a body corporate, organized under the laws of the State of Alabama, to receive subscriptions to the capital stock of said Corporation; that the number of shares of capital stock subscribed for is One Thousand (1,000) shares of common stock, having a par value of One and no/100 (\$1.00) Dollar per share; that a copy of the subscription list to the capital stock of said Corporation is attached hereto, marked Exhibit "B", and made a part hereof; that each of said incorporators and subscribers to said capital stock has paid the full amount of his or her subscription in the follow manner:

| NAME                | SUBSCRIPTION AMOUNT | MANNER OF PAYMENT |
|---------------------|---------------------|-------------------|
| Lee W. Burnett      | \$600.00            | Cash              |
| James Lee V         | \$200.00            | Cash              |
| William E. Crawford | \$100.00            | Cash              |
| Linda West          | \$100.00            | Cash              |

  
Lee W. Burnett

Sworn to and subscribed before me on  
This, the 1st day of June, 2011

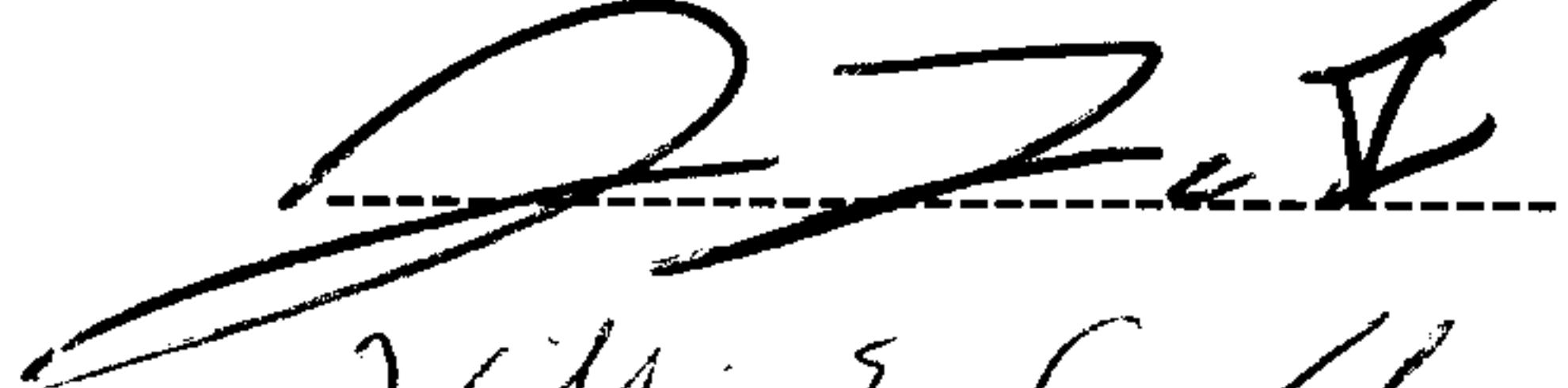
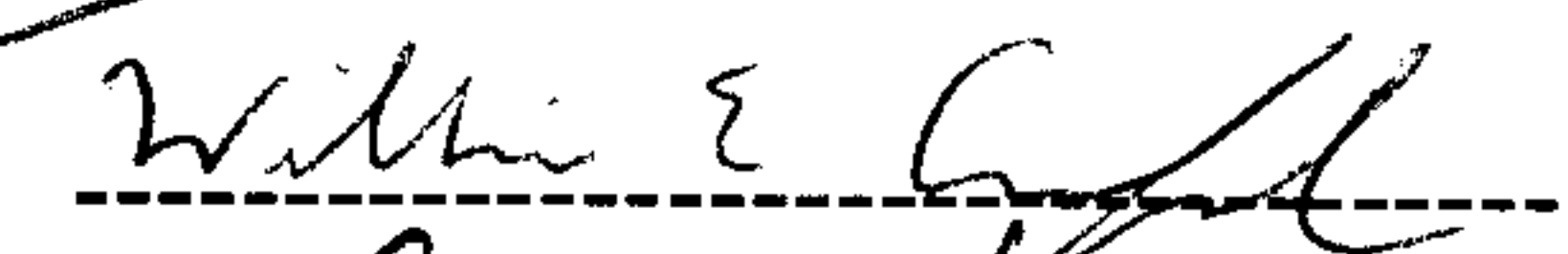
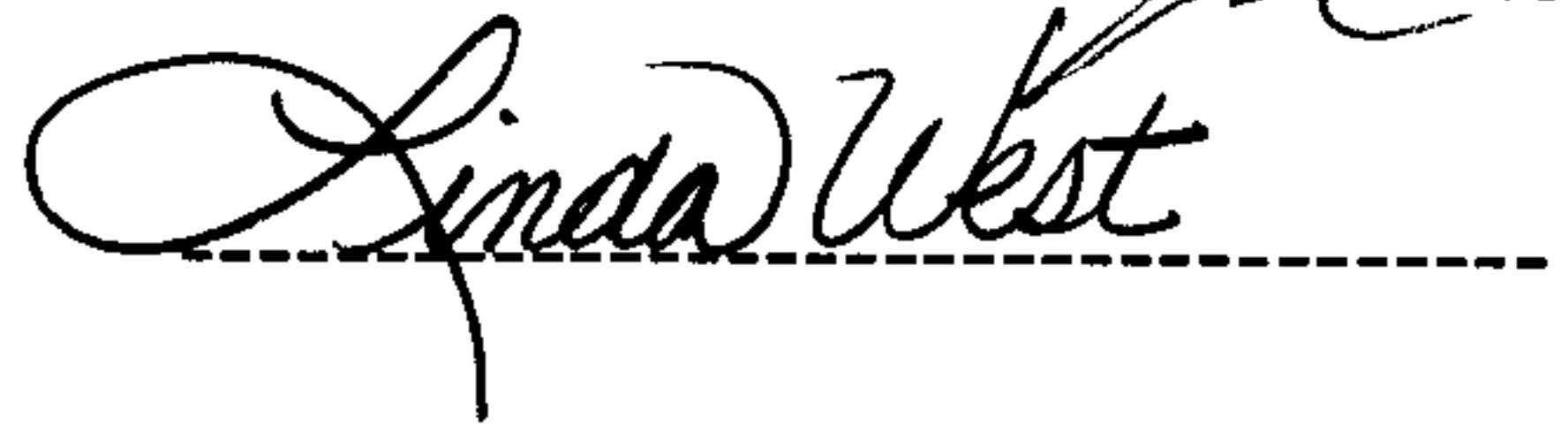
  
Notary Public  
MY COMMISSION EXPIRES:  
AUGUST 04, 2013

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EXHIBIT "B"

SUBSCRIPTION LIST TO THE CAPITAL STOCK  
OF  
NATIONAL SERVICE SUPPLY, INC.  
A BODY CORPORATE

I, the undersigned, do respectively subscribe for and agree to pay for the number of shares of common capital stock of National Service Supply, Inc., a body corporate, proposed and authorized to be organized under the laws of the state of Alabama, as set opposite my respective signature hereunto, and to pay therefore upon the organization of said Corporation in the following manner:

| NAME                | NUMBER OF SHARES | MANNER OF PAYMENT |                                                                                       |
|---------------------|------------------|-------------------|---------------------------------------------------------------------------------------|
| Lee W. Burnett      | 600              | Cash              |  |
| James Lee V         | 200              | Cash              |  |
| William E. Crawford | 100              | Cash              |  |
| Linda West          | 100              | Cash              |  |

Beth Chapman  
Secretary of State

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

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# 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:

**National Service Supply Inc.**

This domestic corporation name is proposed to be formed in Shelby County and is for the exclusive use of JAMES LEE, 2957 PELHAM PARKWAY, PELHAM, AL 35124 for a period of one hundred twenty days beginning April 5, 2011 and expiring August 4, 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.

April 8, 2011

Date



578-378

*Beth Chapman* JM  
Beth Chapman Secretary of State