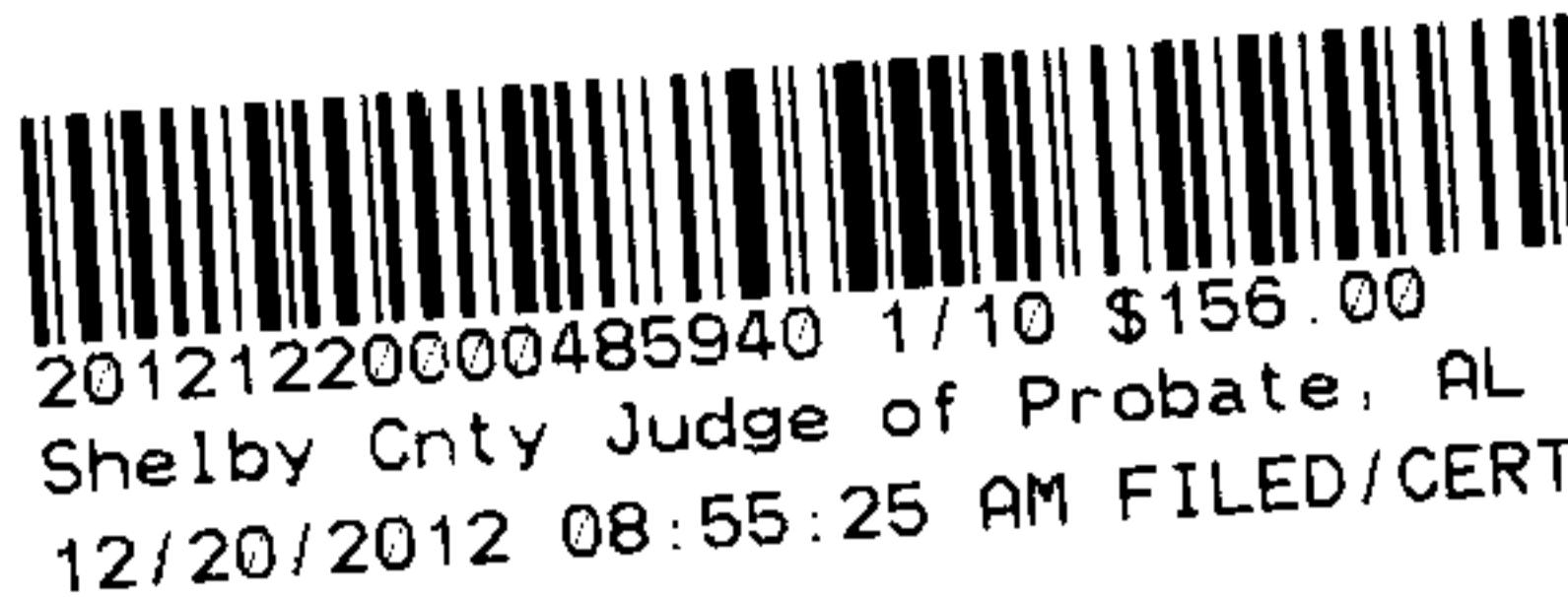


Michael D. Tucker, Attorney at Law  
Baker, Donelson, Bearman, Caldwell & Berkowitz  
A Professional Corporation  
420 N. 20th Street, Suite 1400  
Birmingham, Alabama 35203



## ARTICLES OF INCORPORATION OF GENERATIONS RADIOTHERAPY & ONCOLOGY, P.C.

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

The undersigned, for the purpose of forming a professional corporation pursuant to the provisions of the Alabama Professional Corporation Law, CODE OF ALABAMA Sections 10A-4-1.01 through 10A-4-5.08, files these Articles of Incorporation:

1. NAME. The name of the corporation (the "Corporation") is:

Generations Radiotherapy & Oncology, P.C.

2. DURATION.

(a) The duration of the Corporation shall be perpetual.

(b) The Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in Article 2(a) and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, or any other event which under the laws of the State of Alabama and under like circumstances of life independent of the life or status of its shareholders.

3. PURPOSE. The purpose for which the Corporation is organized is to engage in the practice of medicine, and to render services ancillary thereto, in accordance with the laws of Alabama and the canons of professional ethics. The Corporation shall not engage in any business other than the practice of medicine and the rendering of services ancillary thereto. However, it may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and may own real or personal property necessary or appropriate for rendering professional medical services.

4. GOVERNING LAW AND POWERS. The Corporation shall be governed by the Alabama Professional Corporation Law, CODE OF ALABAMA Sections 10A-4-1.01 et seq., including all amendments thereto, and by the Alabama Business Corporation Law, CODE OF ALABAMA Section 10A-2-1.01 et seq., including all amendments thereto, except to the extent that the provisions of such Alabama Business Corporation Law are inconsistent with the provisions of the aforementioned Alabama Professional Corporation Law; and all other laws of Alabama governing or applicable to professional corporations, except to the extent that such laws are inconsistent with the provisions of the Alabama Professional Corporation Law. The Corporation shall have all the powers and privileges necessary or convenient to effectuate its purposes, including those enumerated in the Alabama Business Corporation Law and the

Alabama Professional Corporation Law. The powers of the Corporation pursuant to the laws of Alabama include, without limitation, the following:

- (a) 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 insofar as the same shall be necessary or appropriate in connection with the lawful purposes of the Corporation.
- (b) To enter into, make and perform, in its own name, 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.
- (c) To sue and be sued as an independent entity.
- (d) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of this 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, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors.
- (e) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (f) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.
- (g) 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, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.
- (h) To enter into any pension, profit sharing or stock option plans or other projects for the assistance and welfare of its directors, officers and employees.
- (i) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation.
- (j) To acquire bonds or shares of stock of the Corporation or any other corporation, including any other professional corporation.
- (k) To acquire the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, partnership, association, professional association, professional corporation or corporation.
- (l) To endorse, lend its credit to, 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, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of

any contract, mortgage, or obligation, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(m) To enter into any lawful and ethical arrangements for sharing of expenses or profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), 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, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the objects of this Corporation.

(n) To lend money and use its credit to assist its employees.

(o) To have one or more offices to carry on all of the Corporation's operations and business in any of the states, districts, territories or possessions of the United States, subject to the laws of such state, district, territory or possession.

(p) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects 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, partnership, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to have and exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may now or hereafter be applicable or available to this Corporation.

(q) To procure a certificate of authority or equivalent authorization to render professional medical services in any other state of the United States.

(r) To have and to exercise all powers conferred by the laws of the State of Alabama upon professional corporations, including, without limitation, the Alabama Professional Corporation Law.

The foregoing clauses, and each phrase thereof, shall be construed as objects, powers, and purposes of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it 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.

Notwithstanding the foregoing, the Corporation shall not have any powers which may be inconsistent with the provisions and purposes of the Alabama Professional Corporation Law or which may be inconsistent with any validly issued rule or regulation promulgated by a licensing authority which has jurisdiction with respect to physicians rendering professional medical services.

5. **INITIAL REGISTERED OFFICE AND AGENT.** The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

Christopher D. Jahraus, M.D.  
70 Bowden Circle  
Chelsea, Alabama 35043-2315

6. RENDITION OF PROFESSIONAL SERVICES. The Corporation shall render professional services only through individuals permitted to practice medicine in the State of Alabama; provided, however, that nothing in this Article 6 shall be construed to require that any individual who is employed by this Corporation be licensed to perform services for which no license is otherwise required, or to prohibit the rendering of professional services by a licensed individual acting in his individual capacity, notwithstanding that such individual may be a shareholder, member, director, officer, employee or agent of this Corporation.

7. CAPITAL STOCK.

(a) Authorized Shares. The Corporation shall be authorized to issue one (1) class of capital stock, which shall be designated as common stock, par value of One Dollar (\$1.00) per share. The aggregate number of all shares of such common stock that the Corporation shall have authority to issue is One Thousand (1,000) shares.

(b) Issuance of Stock. The Corporation may from time to time issue its shares of stock for such consideration (not less than the par value respecting shares having a par value) as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, labor done, services actually performed, or real or personal property (tangible or intangible). In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

(c) Restrictions on Transfer of Shares. 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 therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation.

(d) Stock Rights and Options. The Corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes of its stock.

(e) Lien on Shares. The Corporation shall have a lien on the shares of its shareholders for any debt or liability incurred to it by such shareholders before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares which remedies are cumulative to an action to enforce payment or other remedies provided by law.

(f) Acquisition of Stock. All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation and any shareholders' agreement then in effect. 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.

(g) Qualified Persons. Except as may otherwise be provided for in the Bylaws of the Corporation with respect to the personal representative of a deceased shareholder, no person or legal entity who is not a Qualified Person, as defined in CODE OF ALABAMA Section 10A-4-1.03(6) (hereinafter referred to as a "Qualified Person"), may become a shareholder of the Corporation. The Corporation may issue shares of its capital stock only to Qualified Persons. A shareholder may voluntarily transfer his or her shares in this Corporation only to Qualified Persons. Any share of this Corporation issued in violation of this Article 7(g) is null and void. The transfer of any shares in violation of this Article 7(g) shall be null and void.

(h) Voting Trust. A voting trust with respect to shares of the Corporation shall not be valid unless all the trustees and beneficiaries thereof are Qualified Persons, except that a voting trust may be validly continued for a period of twelve (12) months after the death of a deceased beneficiary or after a beneficiary is no longer a Qualified Person.

(i) Preemptive Rights. No shareholder shall be entitled as a matter of right to subscribe for, purchase, or receive any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof, but all such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable. No shareholder of any shares of stock shall have any preemptive rights with respect to the issuance of any class of stock, including treasury shares.

8. TRANSFERABILITY OF SHARES. Except as may otherwise be provided in the Bylaws of the Corporation or in any shareholders' agreement then in effect, shares of stock in this Corporation may be sold, assigned and transferred without limitation to any Qualified Person. The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

## 9. DIRECTORS.

(a) The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of no less than one (1) or more than three (3) members as fixed from time to time by the Board of Directors.

(b) The members of the Board of Directors shall be elected at the annual meeting of the shareholders and shall hold office until the next annual meeting of shareholders or until their successors have been duly elected and qualified.

(c) The Board of Directors shall have and may exercise all of the rights, power and authority that may be vested in the Board of Directors of a professional corporation organized under the Alabama Professional Corporation Law as the same has been or shall be from time to time amended, including all rights, powers and authority vested in the Board of Directors of a corporation organized under the laws of Alabama and not inconsistent with said Alabama Professional Corporation Law. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized:

(i) The power to adopt, alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders, or either of them, provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw establishing what constitutes a

quorum at shareholders' meetings or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not otherwise permitted by applicable law to be altered, amended or repealed solely by the action of the Board of Directors;

(ii) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part 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.

(iii) To take any action required or permitted to be taken by the Board of Directors at a meeting or without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors.

(iv) To ratify and approve any action taken by or on behalf of the Corporation's employees, agents, officers, directors or any other party, and, upon such ratification and approval, any such actions so taken shall be effective for and as the act of the Corporation as though such act had been adopted and approved by the Board of Directors at the time such action was taken.

(v) To fill any vacancy in the Board of Directors whether resulting from an increase in the number of directors or otherwise.

(vi) The Corporation may, in its Bylaws, confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authority expressly conferred upon directors by statute.

(d) The name and mailing address of the person who is to serve as the initial member of the Board of Directors of the Corporation until the first annual meeting of shareholders are:

Christopher D. Jahraus, M.D.  
70 Bowden Circle  
Chelsea, Alabama 35043-2315

(e) At least one director of the Corporation and the President of the Corporation shall be Qualified Persons with respect to the Corporation; provided, however, that this Article 9(e) shall not apply for a period of twelve (12) months after the death of the sole shareholder of the Corporation.

(f) A director of the Corporation shall have no personal liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (i) the amount of any financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10A-2-8.33 of the Alabama Business and Nonprofit Entity Code as the same now exists or may hereafter be amended; (iv) an intentional violation of criminal law; or (v) a breach of the director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business and Nonprofit Entity Code, 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

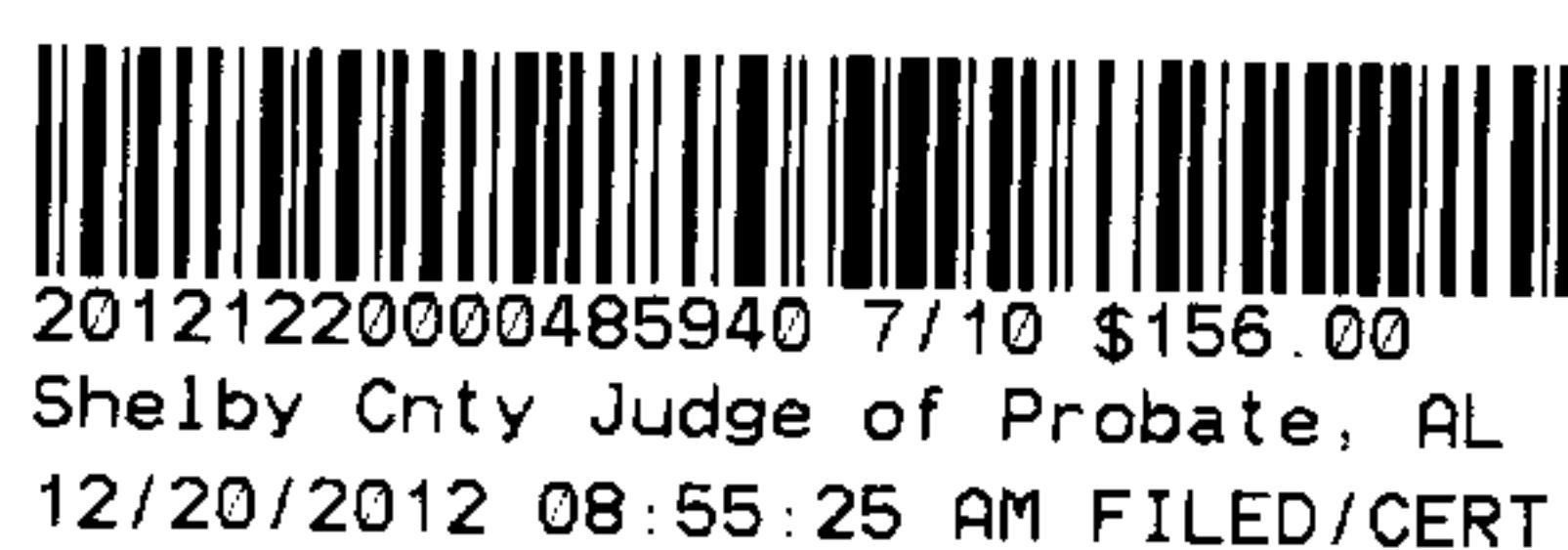
extent permitted by the Alabama Business and Nonprofit Entity Code, as amended, or any successor statute thereto. No amendment to or repeal of this Article 9(f) shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**10. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.**

(a) Subject to the provisions of Article 10(d) below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Subject to the provisions of Article 10(d) below, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 10(a) and (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.



(d) Any indemnification under Article 10(a) or (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Article 10(a) and (b) above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Article 10(d) above upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Article 10.

(f) The indemnification authorized by this Article 10 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of these Articles of Incorporation, Bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of this Article 10.

11. INCORPORATOR. The name and mailing address of the incorporator are:

Michael D. Tucker  
420 20<sup>th</sup> Street North, Suite 1400  
Birmingham, Alabama 35203

12. DEATH OR DISQUALIFICATION OF A SHAREHOLDER. Upon the death of a shareholder of the Corporation, or if a shareholder of the Corporation ceases to be a Qualified Person, or if shares of the Corporation are transferred by operation of law or court decree to a person who is not a Qualified Person, the shares of such deceased shareholder or of such person who is not a Qualified Person may be transferred to a Qualified Person and, if not so transferred, shall be purchased or redeemed by the Corporation to the extent of funds which may be legally made available for such purchase, for the price and pursuant to the terms established in the Bylaws of the Corporation or by private agreement. In the event the price at which such sale and purchase or redemption shall be made is not fixed as aforesaid, then the price for such shares shall be the book value thereof at the end of the month immediately preceding such death, transfer or disqualification. For the purpose of determining such price, book value shall be computed according to the cash receipts and disbursements method of accounting, and shall not include

the accounts receivable or goodwill of the Corporation. Such book value shall be determined from the books and records of the Corporation by an independent certified public accountant employed by the Corporation for such purpose. The determination of book value by such certified public accountant shall be conclusive and binding upon the Corporation, its shareholders and the transferor.

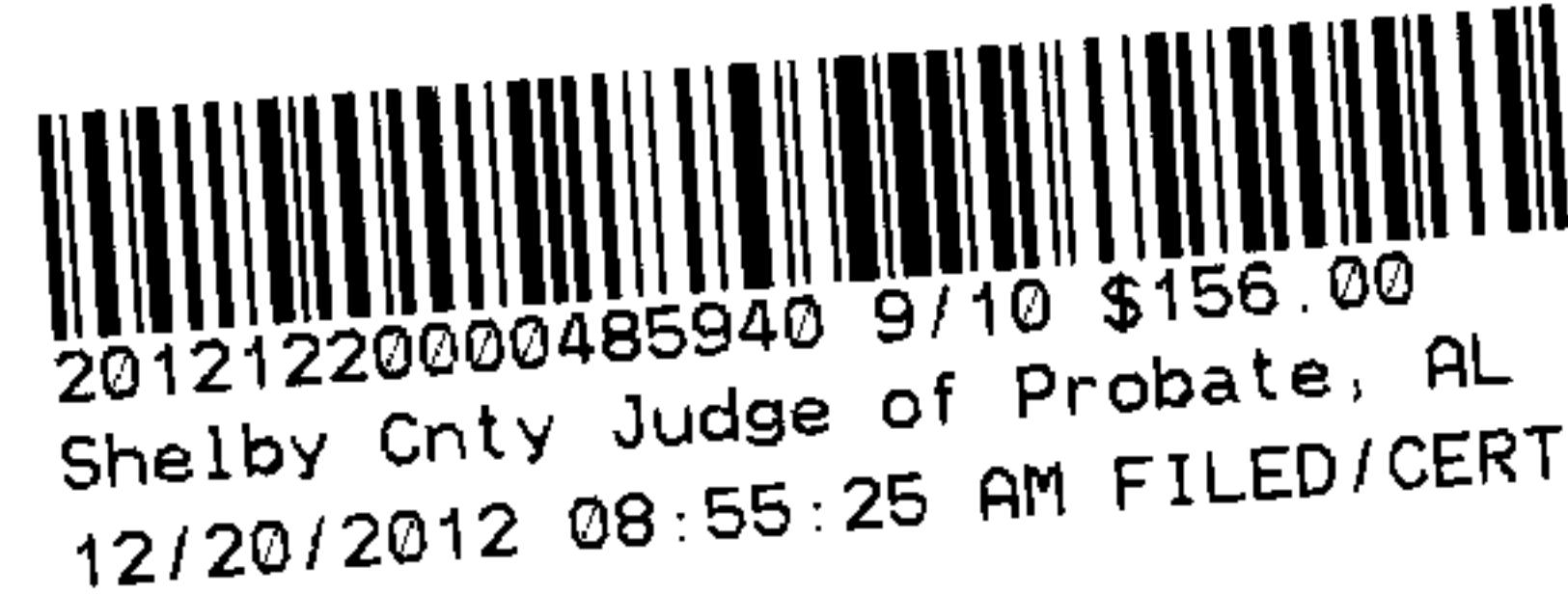
13. AMENDMENTS. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of a majority of the holders of the common shares of stock and that no such amendment, alteration, change or repeal upon which the holders of any class of common stock shall be entitled to vote as a class shall be effective without the approval of a majority of the holders of that class of common stock.

IN WITNESS WHEREOF, the undersigned Incorporator hereunto subscribed his name to these Articles of Incorporation on December 20, 2012.



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Michael D. Tucker



Beth Chapman  
Secretary of State

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

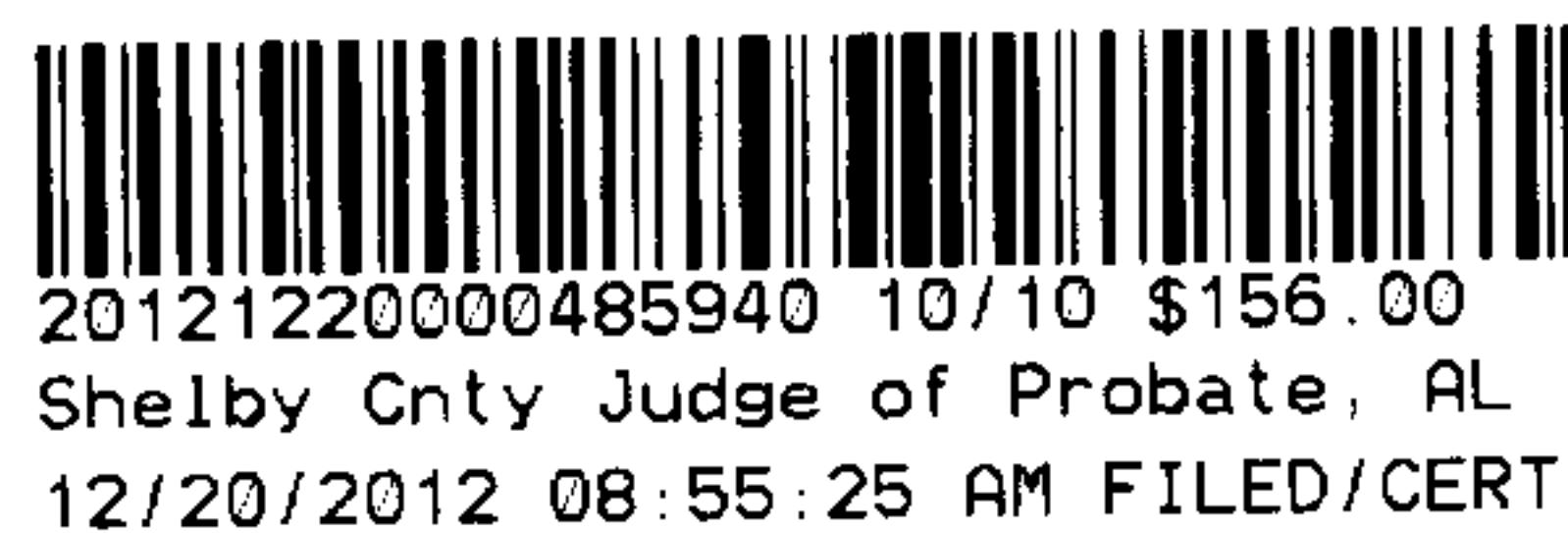
# STATE OF ALABAMA

**I, Beth Chapman, Secretary of 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:

**Generations Radiotherapy & Oncology, P.C.**

This domestic professional corporation is proposed to be formed in Alabama and is for the exclusive use of Baker Donelson Bearman Caldwell & Be, 420 North 20th Street, Suite 1400, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 19, 2012 and expiring April 19, 2013.



**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.**

December 19, 2012

**Date**

A handwritten signature in black ink that reads "Beth Chapman".

**Beth Chapman**

**Secretary of State**



617-034