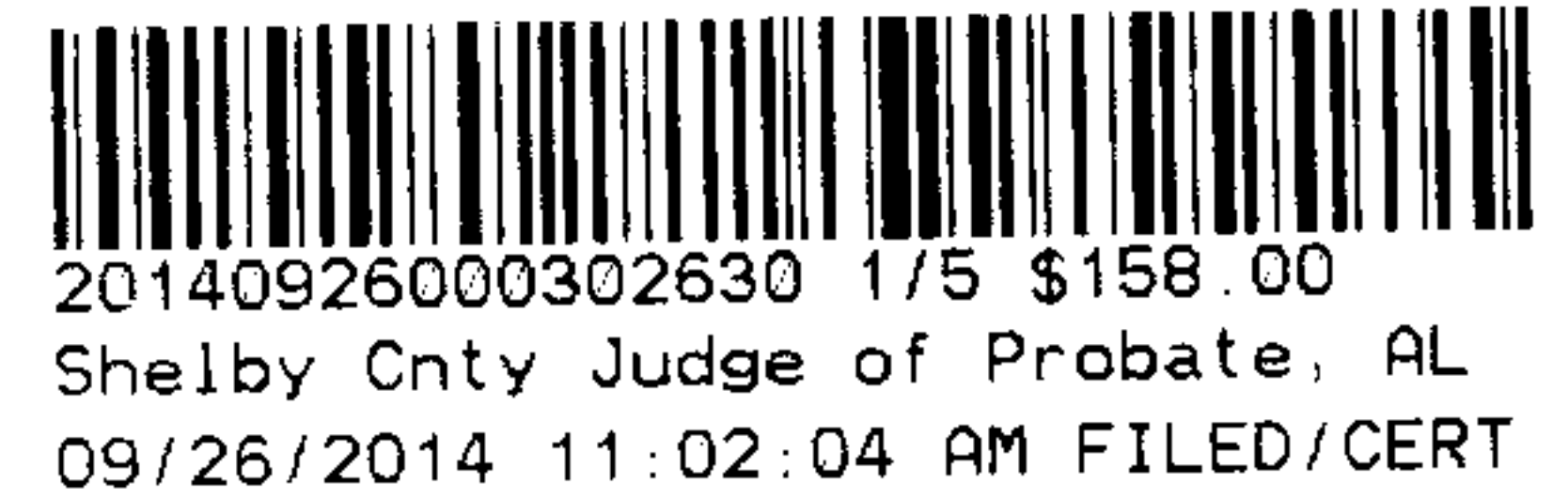


ARTICLES OF INCORPORATION
OF
TRACEY L. MERCER, OD, P.C.



The undersigned, who is duly licensed to practice law in the State of Alabama, desiring to form a professional corporation in accordance with the Alabama Business Corporation Act and the Alabama Professional Corporation Law, adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the professional corporation is **Tracey L. Mercer, OD, P.C.**

ARTICLE II.
PURPOSE

The purpose for which the Corporation is organized is to practice the profession of optometry within the State of Alabama, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity,

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on corporations by the laws of the State of Alabama.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, *stocks*, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Revised Alabama Professional Corporation Act as presently enacted and as may be amended or superseded by any other statute.

ARTICLE 111. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Alabama Professional Corporation Law.

ARTICLE IV. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V. CAPITAL STOCK

The number of shares the Corporation is authorized to issue is 1,000, all of which shall be common shares with par value of \$1.00. No share of stock of this Corporation shall be issued or transferred to any person who is not an optometrist, duly licensed to practice optometry in the State of Alabama.


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**ARTICLE VI.
STATED CAPITAL**

The amount of capital with which the Corporation shall begin business is \$100.00.

**ARTICLE VII.
REGISTERED OFFICE**

The street address of the Corporation's initial registered office in this State is 191 Chase Drive, Pelham, AL 35214. The initial registered agent at the registered office is Tracey L. Mercer, OD.

**ARTICLE VIII.
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is 191 Chase Drive, Pelham, AL 35124.

**ARTICLE IX.
PROFESSIONAL SERVICES**

The professional services of the corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice optometry within the State of Alabama. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no unauthorized officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client. This provision shall not be applicable to the extent it conflicts with the law or the professional rules of law.

**ARTICLE X.
INCORPORATORS**

The name and address of the incorporator is the following:

Name

Tracey L. Mercer, OD

Address

191 Chase Drive, Pelham, AL 35124



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**ARTICLE XI.
DIRECTORS**

The initial Board of Directors shall consist of one member. The name and address of the initial member of the Board of Directors is:

Name

Tracey L. Mercer, OD

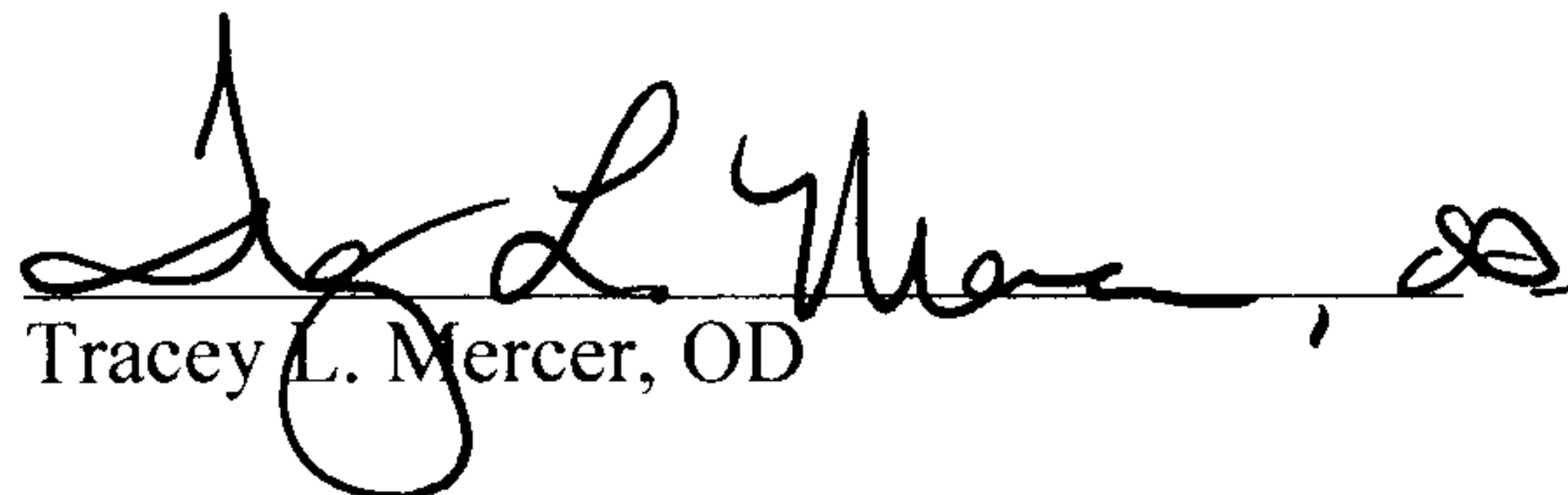
Address

191 Chase Drive, Pelham, AL 35124

**ARTICLE XII.
AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or tier shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 22, 2014.


Tracey L. Mercer, OD

This instrument prepared by:
Brian D. Turner, Jr., Esq.
THE LAW OFFICES OF BRIAN TURNER, LLC
P.O. Box 19276
Birmingham, AL 35219



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Jim Bennett
Secretary of State

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

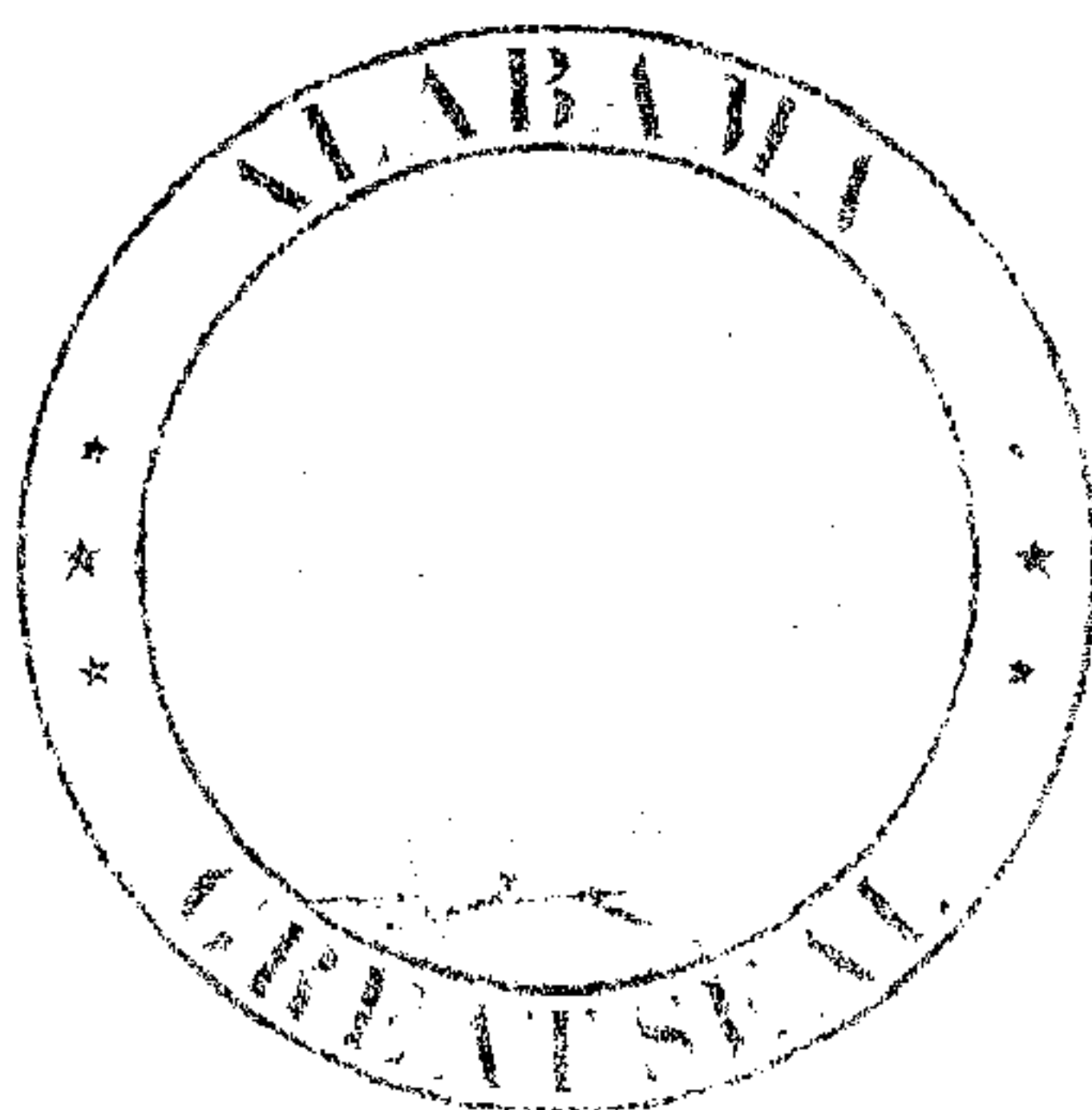
STATE OF ALABAMA

**I, Jim Bennett, 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:

Tracey L. Mercer, OD, P.C.

This name reservation is for the exclusive use of Tracey L. Mercer, PO Box
19276, Birmingham, AL 35219 for a period of one year beginning September 03,
2014 and expiring September 03, 2015



RES667000

**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.**

September 03, 2014

Date

A handwritten signature in black ink, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State

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