

**CERTIFICATE OF FORMATION**  
**OF**  
**PULMONARY SPECIALISTS OF NORTH ALABAMA, P.C.**

Pursuant to the Alabama Professional Corporation Law as set forth in Chapter 1 and Chapter 4 of the Alabama Business and Nonprofit Entity Code, the undersigned, acting as incorporator of a corporation, hereby adopts the following Certificate of Formation:

**First.** The name of the corporation is: Pulmonary Specialists of North Alabama, P.C. (the "Corporation").

**Second.** The type of entity being formed is a domestic professional corporation.

**Third.** The purposes for which the Corporation is organized are as follows:

(a) To provide medical services and to render professional and other services ancillary thereto within the medical profession; and

(b) To transact any or all lawful business for which professional corporations may be incorporated under the Alabama Professional Corporation Law.

**Fourth.** The period of duration of the Corporation shall be perpetual.

**Fifth.** The street address of the initial registered office of the Corporation is 4968 Meadow Brook Road, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Karl T. Schroeder, M.D.

**Sixth.** The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock of the par value of One Dollar (\$1.00) per share.

**Seventh.** The name and address of the Organizer is:

Howard E. Bogard  
Burr & Forman LLP  
420 North 20th Street, Suite 3400  
Birmingham, Alabama 35203

**Eighth.** The number of directors constituting the initial board of directors of the Corporation is one (1) and the name and address of the person who will serve as director until the first annual meeting of shareholders or until his successor shall be duly elected and qualified is:

Karl T. Schroeder, M.D.  
4968 Meadow Brook Road  
Birmingham, Alabama 35242

**Ninth.** No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right 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 now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable, subject, however, to the provisions of the eleventh paragraph hereof.

**Tenth.** At least one director and the President of the Corporation shall be individuals who are authorized by the law of Alabama or of any "qualified state" (as defined in Alabama Code Section 10A-4-1.03) to practice medicine in the State of Alabama; provided, however, that the foregoing restriction shall not apply for a period of twelve (12) months after the death of any sole shareholder of the Corporation.

**Eleventh.** The Corporation shall issue its shares of capital stock only to individuals who are authorized by the law of the State of Alabama or of any "qualified state" (as such term is defined in Alabama Code Section 10A-4-1.03) to practice medicine in the State of Alabama, or to a general partnership in which all partners are "qualified persons" (as defined in Alabama Code Section 10A-4-1.03) with respect to the Corporation, or to another professional corporation in which all the shareholders are "qualified persons" with respect to this Corporation. A shareholder may voluntarily transfer or pledge his or her shares of the capital stock of the Corporation only to a "qualified person" (as defined in Alabama Code Section 10A-4-1.03). No shares may be transferred upon the books of the Corporation until sufficient evidence is presented to and filed with the Corporation that the qualified person to whom the transfer is to be made or the shares issued holds a license to practice medicine in the State of Alabama.

**Twelfth.** The Corporation may from time to time lawfully enter into any agreement to which all the holders of record of the issued and outstanding shares of its capital stock shall be parties providing for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder or upon transfer by operation of law or court decree to a disqualified person. In the absence of such an agreement, the Corporation shall purchase the shares of a deceased shareholder or a shareholder no longer qualified to own shares within ninety (90) days after the death or disqualification of the shareholder, all in accordance with Section 10A-4-302 of the Code of Alabama (1975).

**Thirteenth.** A director of the Corporation shall have no 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 (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the Corporation or shareholders; (C) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Law; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the Corporation or its shareholders.

Dated: July 23, 2015.

  
Howard E. Bogard, Organizer

This document prepared by:  
Howard E. Bogard, Esq.  
Burr & Forman LLP  
420 North 20<sup>th</sup> Street, Suite 3400  
Birmingham, Alabama 35203

  
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John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**Pulmonary Specialists of North Alabama, P.C.**

This name reservation is for the exclusive use of Burr & Forman LLP c/o Ellen  
Prescott, 420 No. 20th St., Ste. 3400, Birmingham, AL 35203 for a period of one  
year beginning July 21, 2015 and expiring July 21, 2016



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**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.**

July 21, 2015

Date

*J. H. Merrill*

John H. Merrill

Secretary of State