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 Shelby Cnty Judge of Probate, AL
 09/25/2015 02:39:19 PM FILED/CERT

This Instrument Prepared by:
 Bradley C. Mayhew, Esq.
 Butler Snow LLP
 One Federal Place, Suite 1000
 1819 Fifth Avenue North
 Birmingham, Alabama 35203

STATE OF ALABAMA)
)
 COUNTY OF SHELBY)

CERTIFICATE OF FORMATION

OF

CALERA ORTHODONTIC SPECIALISTS PC

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, acting as incorporator of a professional corporation under Title 10A, Chapter 4 of the Alabama Code 1975 (the “Alabama Professional Corporation Law”), hereby adopts the following Certificate of Formation for such corporation:

ARTICLE I
NAME AND TYPE

The name of this professional corporation (the “Corporation”) shall be: **Calera Orthodontic Specialists PC**. The Corporation is a professional corporation.

ARTICLE II
OBJECTS AND PURPOSES

The nature of the business of the Company and its objects, purposes and powers are as follows:

- (a) To render professional orthodontic services and to provide all ancillary services related thereto; and
- (b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers 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. Nothing herein contained, however, shall be construed as authorizing the Corporation to carry on the business of banking or that of a trust company, or the business of insurance.

ARTICLE III **REGISTERED OFFICE/AGENT**

The location and mailing address of the initial registered office of the Corporation in the State of Alabama shall be Donald Myrick, and the Corporation's initial registered agent at such address shall be 257 Creekside Lane, Pelham, AL 35124.

ARTICLE IV **CAPITAL STOCK**

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of One Cent (\$.01) par value.

ARTICLE V **DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is one (1), and the names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

Brittany B. Reid, DMD
619 Village Crest Circle
Hoover, Alabama 35226

ARTICLE VI **STOCK PURCHASES**

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefore.



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ARTICLE VII
LIABILITY OF DIRECTORS

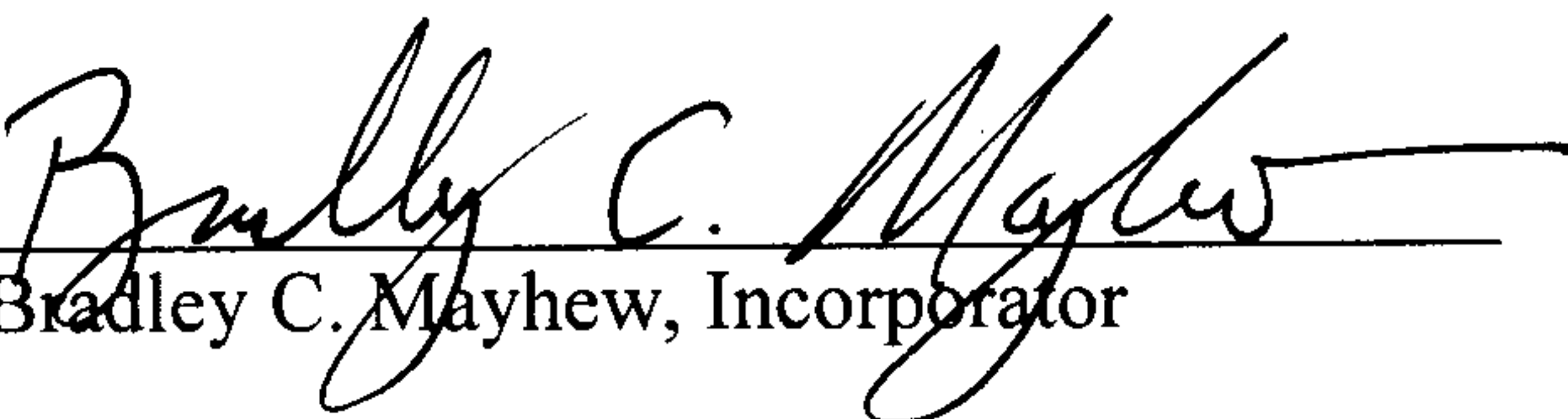
A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10A-2-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business and Nonprofit Entity Code, the Alabama Professional Corporation Law or any successor statutes 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 such acts, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.


ARTICLE VIII
INCORPORATOR

The name and address of the incorporator are as follows:

Bradley C. Mayhew
Butler Snow LLP
One Federal Place, Suite 1000
1819 Fifth Avenue North
Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Formation on this 24th day of September, 2015.


Bradley C. Mayhew, Incorporator


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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

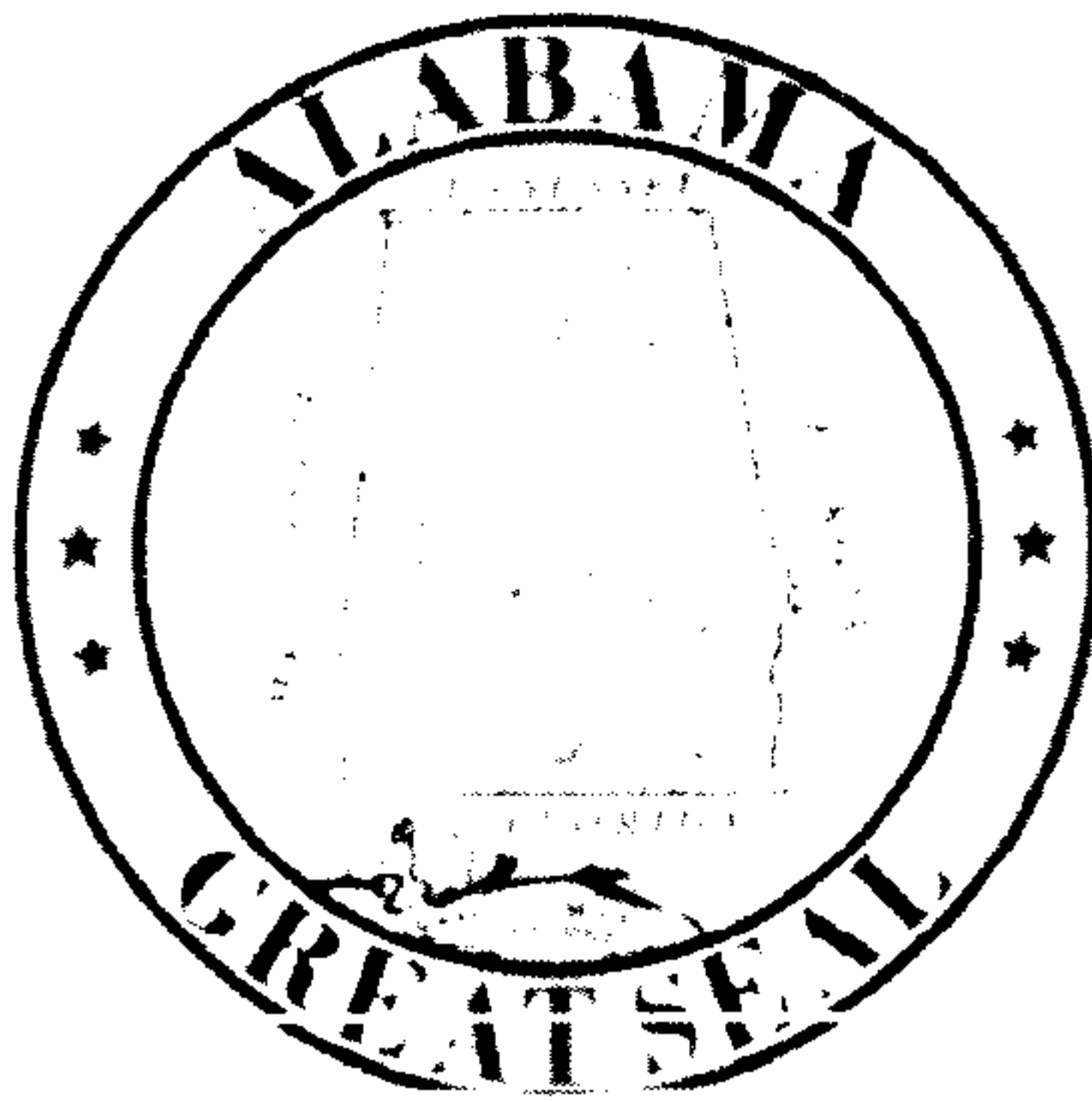
pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Calera Orthodontic Specialists PC

This name reservation is for the exclusive use of Brad C. Mayhew, 1819 5th Ave N, STE 1000, Birmingham, AL 35203 for a period of one year beginning September 09, 2015 and expiring September 09, 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.



RES700757

September 09, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State