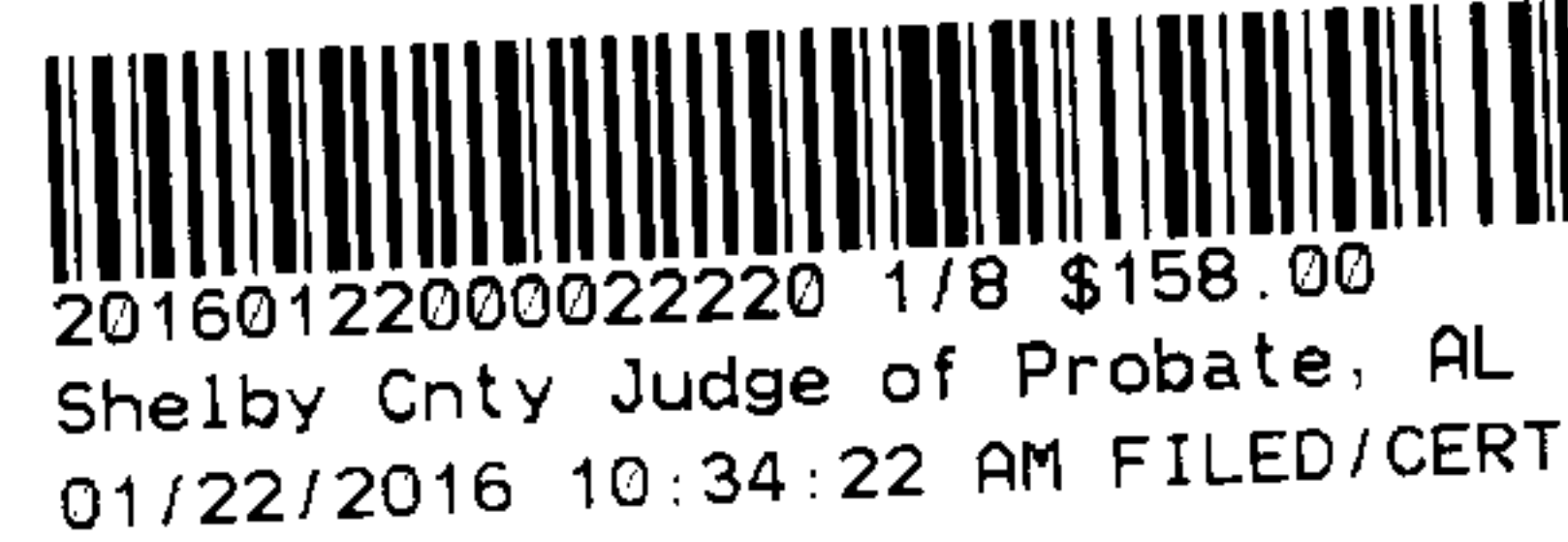


STATE OF ALABAMA

COUNTY OF SHELBY



CERTIFICATE OF INCORPORATION
OF
THE CENTRAL VILLAGE MEDICAL CLINIC BOARD

KNOW ALL MEN BY THESE PRESENTS, That we, Ben W. McCrory, Kenneth Dukes, and Hollie C. Cost, each of whom is a duly qualified elector of and an owner of property in said City (or an owner of property located in Shelby County, Alabama in areas outside the municipalities located in said county), do desire to organize a body corporate under the provisions of Section 11-58-1 et seq., Code of Alabama (1975) as amended, and being all of the incorporators of the corporation hereby organized, do make, sign, execute, acknowledge and file this Certificate of Incorporation as follows:

FIRST: The name of this corporation shall be **"The Central Village Medical Clinic Board."** The location of the principal office shall be at City Hall of the City of Montevallo, 541 Main Street, Montevallo, Alabama 35115.

SECOND: The period for the duration of this corporation shall be perpetual except as otherwise limited by operation of law.

THIRD: This corporation is formed for the purposes of constructing, operating and leasing for operation, medical clinics, and to that end, said corporation shall possess all powers necessary, desirable and convenient to conduct the said operations and to carry out the purposes herein expressed and all those expressly conferred upon public corporations under the provisions of Section 11-58-1, et seq., Code of Alabama (1975), as amended, and also, in addition to the above powers, shall have the following powers which shall be construed to be complementary to and not as limitations of the preceding powers:

(a) To sue and be sued and prosecute and defend, at law or in equity, in any Court having jurisdiction of the subject matter and of the parties, whether State or Federal.

(b) To have and use a corporate seal and to alter the same suitably at its pleasure.

(c) To acquire, whether by purchase, exchange, lease, construction or otherwise, one or more medical clinics and any necessary or desirable clinical facilities including nursing homes, assisted living facilities, and domiciliary care facilities; provided, however, that any

such medical clinic shall be located either within the corporate limits of the municipality or within fifteen (15) miles of such corporate limits, but not within the corporate limits of any other municipality, and not within the police jurisdiction of any other municipality unless such other municipality shall by resolution adopted by its governing body consent to such location within its police jurisdiction; and provided further, that no medical clinic shall be located outside of Shelby County.

(d) To improve, enlarge, maintain, equip and furnish one or more medical clinics and any necessary or desirable clinical facilities relating to either of such facilities.

(e) To lease to others, one or more medical clinics or parts thereof and any clinical facilities and to charge and collect rent therefor and to terminate any such lease upon the failure of the lessee to comply with any of the obligations thereof; and to grant options to renew or extend any such lease upon such terms and conditions as the Board of Directors may determine; provided that no lease shall extend beyond the last maturity of any bonds issued by this public corporation or sixty (60) years from the date of the lease, whichever is the longer.

(f) To sell, exchange, and convey, to contract to sell, exchange or convey, and to grant options to any lessee to acquire any medical clinic and any clinical facilities in connection therewith, and any or all of its properties whenever the Board of Directors of this public corporation shall find any such action to be in furtherance of the best interests of the corporation and the purposes for which it is organized.

(g) To borrow money and to issue corporate bonds for the purposes of carrying out any corporate powers.

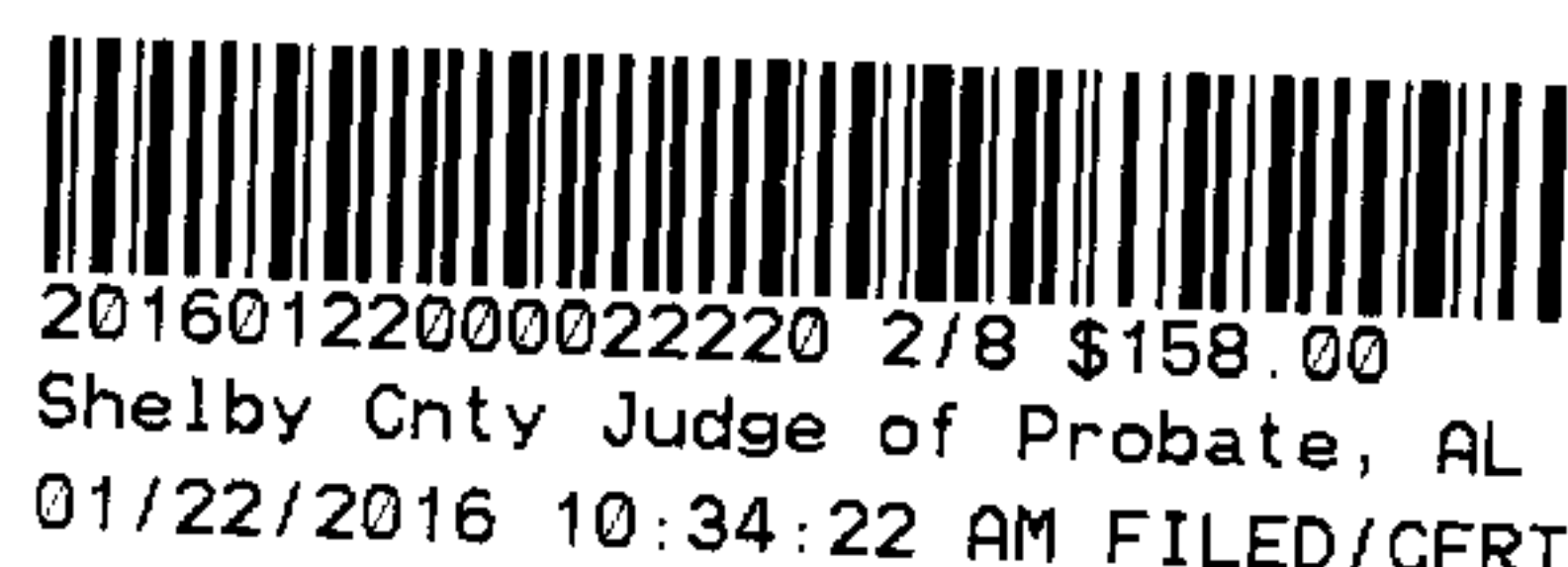
(h) As security for the payment of the principal of and interest of any bonds so issued and any agreements made in connection therewith, to mortgage and pledge any one or more of its medical clinics and any or all of its clinical facilities or any part or parts thereof, whether then owned or thereafter acquired, and to pledge the revenues, rentals and receipts therefrom or from any part thereof.

(i) To enter into contracts and agreements or to do any act necessary for, or incidental to the performance of the duties and the execution of its powers as herein provided.

(j) To accept gifts of money or property, including one or more medical clinics and clinical facilities, from any source whatsoever, subject to such conditions as the Board of Directors of this public corporation may approve.

(k) To appoint and employ such officers and agents, including attorneys, as may in the judgment of the Board of Directors be required.

(l) To provide for such insurance as may be deemed advisable by the Board of Directors of this public body corporate.



(m) To buy, sell, trade or otherwise dispose of any and all personal property which may be necessary, convenient or desirable in order to further the purposes of this public corporation, no matter when the said personal property may be acquired, sold, or traded.

FOURTH: All Directors hereafter shall be elected by the Council of the City of Montevallo by majority vote thereof. Initially, Directors of this corporation and the terms of office of each shall be the following:

<u>Name</u>	<u>Length of Term</u>
Ben W. McCrory	2 years
Kenneth Dukes	4 years
Don Hughes	6 years

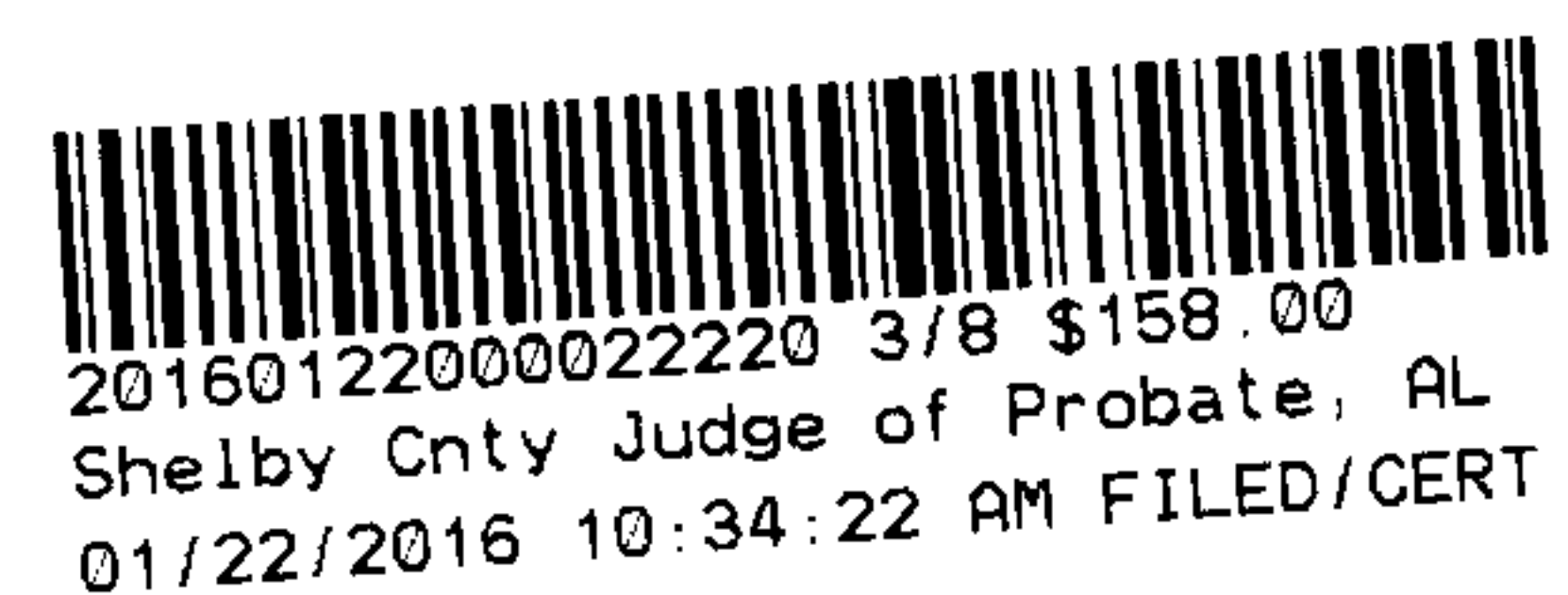
The terms of the above listed initial Directors shall begin to run from the date of filing of this Certificate of Incorporation with the Judge of Probate of Shelby County, Alabama. All Directors thereafter elected shall have terms of office of six (6) years unless removed for cause. The Board of Directors shall elect the following officers from among their number: Chairman, Vice Chairman, Secretary-Treasurer, and Assistant Secretary-Treasurer. Duties of each officer shall be those required by law and those which may be assigned by the Board of Directors.

FIFTH: Special called meetings may be held when deemed necessary by the Chairman of the Board of Directors after reasonable notice to all members of the Board.

SIXTH: Officers and members of the Board of Directors, including the Chairman thereof, shall serve without pay.

SEVENTH: A report in writing covering financial and other matters shall be made to the Mayor and Council of the City of Montevallo once each year on the anniversary of the date of incorporation. The report shall cover activities of the Board during the preceding year.

EIGHTH: Any member of the Board who removes his residence or voting place from the City of Montevallo or who sells all of his property within the City of Montevallo shall be disqualified to remain on the said Board; it shall become the duty of any such Board member to notify the Chairman of the Board and the Mayor of the City of Montevallo in writing that he or she is no longer qualified to serve on the Board. Vacancies on the Board shall be filled by the Mayor and Council of the City of Montevallo in the same manner as vacancies on the Board caused by expiration of terms of office.



NINTH: With respect to any property owned by the Board but leased to a non-governmental entity, the Board shall not avail itself of any exemption from ad valorem, sales or use taxes without the approval of the City Council of Montevallo, Alabama. Unless the City Council of the City of Montevallo, Alabama consents to the omission thereof, the Board will cause each lease agreement that it enters into with a non-governmental entity to include a provision that, notwithstanding any exemption from ad valorem, sales and use taxes to which the Board or user of the property may otherwise be entitled, the non-governmental entity will pay in lieu of taxes the amount that would otherwise be due to the City of Montevallo without such exemption.

IN WITNESS WHEREOF, the undersigned have hereto set their hands and seals as of this the 11th day of January, 2016.


BEN W. MCCRORY


KENNETH DUKES

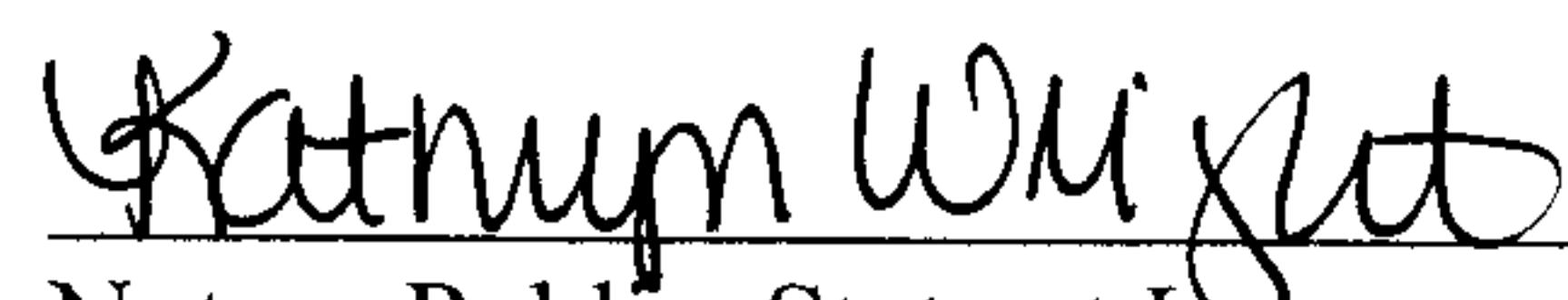

HOLLIE C. COST

STATE OF ALABAMA

COUNTY OF Shelby


I, the undersigned authority, a Notary Public in and for said State of Alabama at Large, do hereby certify that Ben W. McCrory, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 11th day of January, 2016.


Notary Public, State at Large
My Commission Expires:

(Notarial Seal)

~~MY COMMISSION EXPIRES NOVEMBER 19, 2016~~


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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA

COUNTY OF Shelby

I, the undersigned authority, a Notary Public in and for said State of Alabama at Large, do hereby certify that Kenneth Dukes, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 11th day of January, 2016.

Kathryn Wright

Notary Public, State at Large

My Commission Expires:

~~MY COMMISSION EXPIRES NOVEMBER 19, 2016~~

(Notarial Seal)

STATE OF ALABAMA

COUNTY OF Shelby

I, the undersigned authority, a Notary Public in and for said State of Alabama at Large, do hereby certify that Hollie C. Cost, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, she executed the same voluntarily.

GIVEN under my hand and official seal this 11th day of January, 2016.

Kathryn Wright

Notary Public, State at Large

My Commission Expires:

MY COMMISSION EXPIRES NOVEMBER 19, 2016

(Notarial Seal)

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Shelby Cnty Judge of Probate, AL
01/22/2016 10:34:22 AM FILED/CERT

RESOLUTION

WHEREAS, three individuals who are qualified electors of the City of Montevallo and who are owners of property in the municipal limits of the City of Montevallo have made application to the governing body of the City of Montevallo for authority to form The Central Village Medical Clinic Board, a public corporation as contemplated by Section 11-58-1, et seq., Code of Alabama (1975), as amended, and,

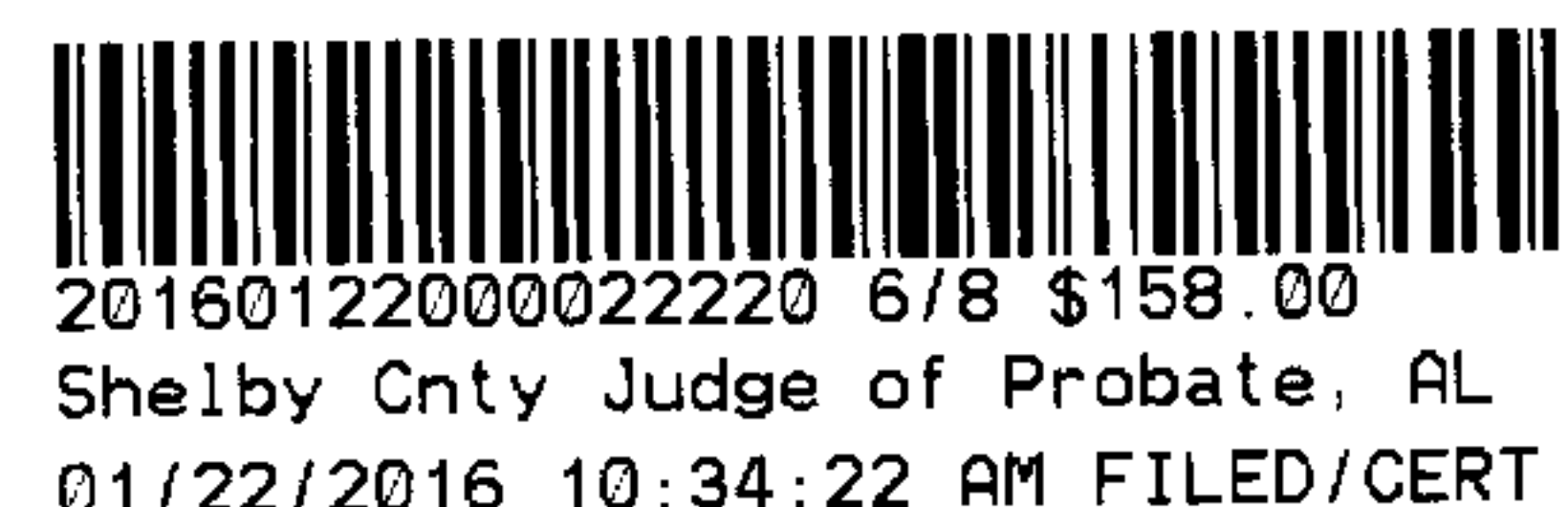
WHEREAS, this Council finds that the formation of such a public corporation would be in the best interests of the City of Montevallo and would act to promote the public welfare, safety and well-being of the inhabitants of the City of Montevallo, and the area surrounding said City,

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Montevallo, Alabama:

That the Council, upon evidence duly submitted to and considered by it, hereby finds and determines that an application for the formation of a public corporation under the authority contained in Section 11-58-1, et seq., Code of Alabama (1975), as amended, has been duly filed with the Council by Ben W. McCrory, Kenneth Dukes, and Hollie C. Cost, that such application was signed by the said three persons recited above; that each of said persons is a duly qualified elector of and property owner in the City of Montevallo, Alabama (or an owner of property located in Shelby County, Alabama in areas outside the municipalities located in said county); and that it is wise, expedient and necessary that such a public corporation be formed; and that the persons filing said application shall be and the same hereby are authorized to proceed to form such corporation by filing a Certificate of Incorporation, in substantially the form presented to the Council, in the Office of the Judge of Probate of Shelby County, Alabama.

AND FURTHER RESOLVED that the initial directors of the above described corporation, and the expiration of their respective terms, shall be as follows:

<u>Name</u>	<u>Term Expires</u>
Ben W. McCrory	2 years from date of filing of certificate of incorporation
Kenneth Dukes	4 years from date of filing of certificate of incorporation
Don Hughes	6 years from date of filing of certificate of incorporation



STATE OF ALABAMA


COUNTY OF SHELBY

I, Herman Lehman, as City Clerk of Montevallo, Alabama, hereby certify that the above and foregoing is a true and correct transcript of a resolution duly adopted by the City Council of Montevallo, Alabama, on the 11th day of January, 2016, and that said resolution is duly recorded in the official minutes and records of said City Council, and that I am the custodian of said records, which are kept in my office as City Clerk.

Given under my hand and official seal this the 11th day of January, 2016.



Herman Lehman
City Clerk of Montevallo, Alabama



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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:

The Central Village Medical Clinic Board

This name reservation is for the exclusive use of Ben W. McCory, 330 Parkway
Circle, Montevallo, AL 35115 for a period of one year beginning January 20, 2016
and expiring January 20, 2017



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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.**

January 20, 2016

Date

John H. Merrill

Secretary of State